

H9500001802/13388

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922 4000

FROM: EMPIRE CORPORATE KIT COMPANY  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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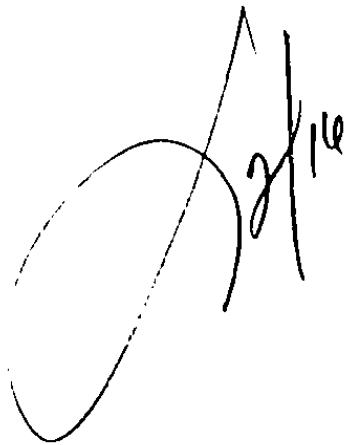
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FLORIDA DEPARTMENT OF STATE

Sandra B. Moriharn  
Secretary of State

February 14, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: M.E.F., INC.  
REF: W95000003381

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole  
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(6)

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ARTICLES OF INCORPORATION  
of

P.R.G., INC.

I, THE UNDERSIGNED, MELODY R. WATTS associate myself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

P.R.G., INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

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Prepared by:  
Alfredo Sanchez  
5200 SW 8 St #202A  
Miami, FL 33134  
305 445 9025

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**ARTICLE III**

**CAPITAL STOCK**

The authorized capital stock of this corporation shall be divided into 100 shares of common stock at **NON PAR** value.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have preemptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-laws may be passed. This provision is made pursuant to Florida Statute 608.12.

**ARTICLE IV**

**CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be a minimum of **ONE THOUSAND \$ 20/100 SHARES**.

**ARTICLE V**

**CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said corporation shall be **1121 ALTON ROAD SUITE # 11, WEST PALM BEACH, FL 33411** and with the privilege of having branch offices at other places within or without the state of Florida.

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**ARTICLE VII**

The Resident Agent designated to accept service of process for the corporation shall be **KELDY R. WATTS**.

**ARTICLE VIII**

The number of Directors of this corporation shall be not less than **ONE (1)** nor more than **FIVE (5)**.

**ARTICLE IX**

**DIRECTORS**

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
<b>KELDY R. WATTS</b>	<b>1971 ALTON RD SUITE # 44 MIAMI BEACH, FL 33139</b>

**ARTICLE X**

The names and addresses of the officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
<b>KELDY R. WATTS</b>	<b>PRESIDENT</b>	<b>1971 ALTON RD SUITE # 44 MIAMI BEACH, FL 33139</b>

**ARTICLE XI**

The names and post office addresses of the incorporators and the number of shares each agree to take are:

NAME	SHARES	ADDRESS OF INCORPORATOR
<b>KELDY R. WATTS</b>	<b>1000</b>	<b>1971 ALTON RD SUITE # 44 MIAMI BEACH, FL 33139</b>

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ARTICLE XIII  
ACKNOWLEDGMENT

STATE OF FLORIDA     )  
                          ) SS:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this 09TH DAY OF FEBRUARY 1968  
Personally appeared before me, the undersigned Notary Public  
in and for the State of Florida, WENODY E. WATTS, party  
to the foregoing Certificate of Incorporation, and each  
acknowledged that he or she did make, subscribe and  
acknowledge the foregoing Certificate as and for his or her  
voluntary act and deed, and that the facts herein set forth  
are true and correct as given under my hand and official  
seal, the day and year written at Miami Beach, Dade County,  
Florida.



Notary Public  
State of Florida at Large

My commission expires:

Subscribers:

  
WENODY E. WATTS-PRESIDENT

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ARTICLE XII

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that P.R.S., INC. (name of the corporation) desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami Beach, State of Florida, has name MELODY E. WATTS of 1821 ALTON RD SUITE # 99, MIAMI BEACH, FL 33139 as its agent to accept services of process within Florida.

*Melody E. Watts*  
MELODY E. WATTS  
CORPORATE OFFICER

DATE: FEBRUARY 09, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

*Melody E. Watts*  
MELODY E. WATTS

DATE: FEBRUARY 09, 1995