

P9500040931

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
MAY 22 PM 2:25
TALLAHASSEE, FL 32314

RECEIVED
MAY 23 1995
TALLAHASSEE, FL 32314
*****78.75 *****78.75

SUBJECT: ProNet Management Group Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: MICHAEL FABRIZI
Name (printed or typed)

2200 Corp. Blvd NW Suite 314
Address

BOCA RATON FL 33431
City, State & Zip

1-407-998-0339
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN MAY 24 1995

FILED
JAN 22 1982
CLERK OF DISTRICT COURT

ARTICLES OF INCORPORATION

ARTICLE I - Name

The name of this corporation is Pro Net Management Group Inc.

ARTICLE II - Principal Office

The mailing address of this corporation shall be:
Suite 314B
2200 Corporate Blvd. N.W.
Boca Raton FL 33431

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of
of \$.01 par value common stock which shall be designated as
"Common Shares".

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this
corporation is Suite 314A, 2200 Corporate Blvd. N.W., Boca
Raton, FL 33431. The name of the initial registered agent
of this corporation at that address is CPN/PPO Inc., a
Florida corporation.

ARTICLE V - Initial Board of Directors

The Corporation shall initially have three (3) directors
to hold office until the first annual meeting of
stockholders and directors have been duly elected and
qualified. The number of Directors may be either increased
or decreased from time to time in accordance with the By-
laws of the Corporation. The name and address of the initial
Directors are:

- (1) Michael J. Fabrizi
2200 Corp. Blvd. NW
Suite 314
Boca Raton FL 33431
- (2) Anna Biernacki
2200 Corp. Blvd. NW
Suite 314
Boca Raton FL 33431
- (3) Benjamin Biernacki
2200 Corp. Blvd. NW
Suite 314
Boca Raton FL 33431

ARTICLE VI - Incorporator

The name and address of the Incorporator signing these Articles is:

Michael J. Fabrizi
CPN/PPO Inc., a Florida Corporation
2200 Corp. Blvd. NW, Suite 314A
Boca Raton, FL 33431

ARTICLE VII - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - IRC Stock Provision

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - Amendment

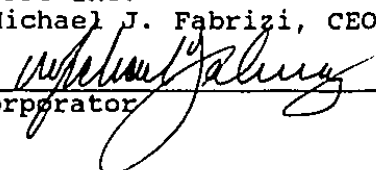
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed Articles of Incorporation on the date of signing.

Dated: _____

5/18/95

CPN/PPO Inc.
by Michael J. Fabrizi, CEO


Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Pro Net Management Group Inc.

2. The name and address of the registered agent and office is:

MICHAEL FABRIZI
(NAME)

2200 CORP. Blvd NW #314

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BOCA RATON FL 33431
(CITY/STATE/ZIP)

FILED
55 MAY 22 PM 12:26
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

5/18/95
(DATE)