

ARTICLES OF INCORPORATION
OF

PROPLOCK, Inc.
A Florida Corporation

FILED
95 MAY 26 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt (s) the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation (hereinafter called the "Corporation" is: **PROPLOCK, Inc.**

ARTICLE II - COMMENCEMENT AND DURATION

The Corporation is to commence its corporate existence on the date of filing of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in the translation of any and all documents, and of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STATED CAPITAL

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$ 1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote (s) on each matter submitted to a vote at a meeting of the shareholders.

THESE ARTICLES WERE PREPARED BY:
TIMOTHY M. MACIVOR
2815 SW 39 AVENUE
MIAMI, FLORIDA 33134

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The Shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by laws of the Corporation.

The names (s) and street address (es) of the initial director(s) who shall hold office until their successor (s), who shall be chosen at the first meeting of the stockholders, has/have qualified shall be:

NAME:

ADDRESS:

President/Vice-President/
Treasurer/Secretary/
Director:

Timothy M. MacIvor

2815 SW 39 Avenue, Miami, Florida 33134

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These articles of incorporation may be amended at any time by a vote of majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX - INCORPORATION

The names and addresses of the Incorporators to these articles of incorporation are:

NAME:

ADDRESS:

Timothy M. MacIvor 2815 SW 39 Avenue, Miami, Florida 33134

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

2815 SW 39 Avenue , Miami, Florida 33134

IN WITNESS WHEREOF, the undersigned, as Incorporators hereby executes these Articles of Incorporation this 22nd day of May, 1995.

ANDERSON CASTRO
1300 MONAD TERR #4
MIAMI BEACH, FL 33139

Timothy M. MacIvor
Anderson Castro
A. Castro
ANDERSON CASTRO
MY COMMISSION EXPIRES
AUGUST 10, 1998
CC-215574
PUBLIC STATE OF FLORIDA

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ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and mailing address of the corporation 2815 SW 39 Avenue, Miami, Florida 33134 and the name of the initial registered agent of the corporation at that address is Timothy M. MacIvor.

Timothy M. MacIvor
Timothy M. MacIvor

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgment, personally appeared **Timothy M. MacIvor**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal this 22nd day of May, 1995 at Miami, County of Dade, Florida.

A. Leicester
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



ANDERSON CASTRO
1300 MONAD TERR #4
MIAMI BEACH, FL 33139

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Corporation Act, the undersigned does hereby accept appointment as registered agent on whom process may be served within the State of Florida at 2815 SW 39 Avenue, Miami, Florida 33134 for the proposed domestic corporation named in the foregoing Articles of Incorporation and does hereby accept the obligations of F.S. 607.325.

Dated this 22nd day of May, 1995

Timothy M. MacIvor
[Signature]

STATE OF FLORIDA
COUNTY OF DADE

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **Timothy M. MacIvor**, known to me and known by me to be the person who executed the foregoing Acceptance of Appointment by Registered Agent.

WITNESS my hand and official seal this 22nd day of May, 1995 at Miami, County of Dade, Florida.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES



ANDERSON CASTRO
1300 MONAD TERR #4
MIAMI BEACH, FL 33139