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LINDA SUHM
1402 East Las Olas Blvd. #907
Fort Lauderdale, FL 33301
Tel: (305) 561-8310

May 31, 1995

Secretary of State
Division of Corporations
FLORIDA DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, FL 32301

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-06/02/95--01122--007
*****87.75 *****87.75

Dear Secretary of State:

Enclosed please find the original and one copy of the Articles of Incorporation for Pro Alliance, Inc., as well as my check in the amount of \$87.75 to cover the filing fee of \$70.00 and \$8.75 for a current Certificate of Good Standing. A stamped/addressed envelope is enclosed for return of the Certificate of Good Standing as well as a regular copy of the receipt and acknowledgement for the Articles.

Thank you.

Very truly yours,


Linda Suhm

Encl.

FILED
65 JUN -2 11 8 53
TALLAHASSEE, FLORIDA

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6/12/95

ARTICLES OF INCORPORATION OF
PRO ALLIANCE, INC.

FILED
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CLERK OF THE
COURT
FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE ONE - NAME

The name of this corporation shall be: Pro Alliance, Inc.

ARTICLE TWO - BUSINESS AND PURPOSE

The corporation is organized for any lawful business purpose permitted under the Laws of the State of Florida.

ARTICLE THREE - ADDRESS OF CORPORATION

The principal office and mailing address of the corporation shall be 1402 East Las Olas Boulevard, #907, Fort Lauderdale, Florida 33301.

ARTICLE FOUR - EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE FIVE - CAPITAL STOCK

(A) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(B) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation and the initial registered office of the corporation shall be: Martin L. Hannan, Esq., EXPOSITO & HANNAN, P.A., 2955 S.W. 8th Street, Suite 204, Miami, Florida 33135.

ARTICLE SEVEN - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one nor more than nine members, the exact number of directors to be fixed from time to time by the stockholders or by the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this

corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any directors from office at any time with or without cause.

ARTICLE EIGHT - INITIAL BOARD OF DIRECTORS AND INITIAL OFFICERS

The initial Board of Directors shall consist of one member, such member to hold office until her successors have been duly elected and qualify. The name and address of the initial director is: Linda Suhm, 1402 East Las Olas Boulevard, #907, Fort Lauderdale, Florida 33301. The President and the Secretary of the corporation is Linda Suhm, who shall so serve until such time as successors are duly appointed by the Board of Directors.

ARTICLE NINE - INCORPORATOR

The name and address of the incorporator making these Articles of Incorporation is Linda Suhm, 1402 East Las Olas Boulevard, #907, Fort Lauderdale, Florida 33301.

ARTICLE TEN - BY-LAWS

The power to adopt the by-laws of this corporation, to alter, to amend or repeal the by-laws, or to adopt new by-laws shall be vested in the Board of Directors of this corporation; provided however, that any by-law or amendment thereto as adopted by the

Board of Directors may be altered, amended or repealed by the vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by a vote of the stockholders.

(B) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management and conduct of the business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

ARTICLE ELEVEN - AFFILIATED TRANSACTIONS

In accordance with the provisions of Florida Statute Section 607.0901(5)(a) (1989), the provisions of the General Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

ARTICLE TWELVE - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of June, 1995.

By: [Signature]
Linda-Suhm

STATE OF FLORIDA:

COUNTY OF BROWARD:

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Linda Suhm, known to me to be the person described in and who executed the foregoing who acknowledged before me that she executed same, and an oath was not taken. Said person is personally known to me (or said person provided Driver's License as identification).

Witness my hand and seal in the County and State aforesaid this 1st day of June, 1995.

[Signature]
Notary Public
State of Florida at large

My commission expires:

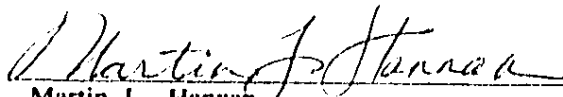


HEATHER SIELICKI
MY COMMISSION NO: 461526
COMMISSION EXPIRES 5/9/99

ACCEPTANCE BY REGISTERED AGENT

I, Martin L. Hannan, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agree to act in that capacity, and I further agree to comply with all provisions of any laws relating to the complete performance of my duties.

DATED this 1 day of June, 1995.


Martin L. Hannan

THIS INSTRUMENT PREPARED BY:
Martin L. Hannan, Esq.
Exposito & Hannan, P.A.
2955 S.W. 8th Street
Suite 204
Miami, Florida 33135
(305) 643-2300

FILED
JUN 2 1995
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI