

P95000047457

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

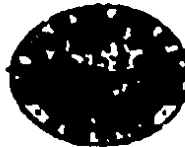
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-9-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3604
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PROLINE FINANCIAL SERVICES, INC.
FAX AUDIT NUMBER: H95000006749
DATE REQUESTED: 06/16/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 0
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 3:00:18
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
((H95000006749))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:02:4

Handwritten: 6/19
Handwritten: Re Send 3rd page
Handwritten: 10-12383



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

June 19, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PROLINE FINANCIAL SERVICES, INC.
REF: W95000012383

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

Please re-fax 3rd page of Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poolo
Corporate Specialist

FAX Recd. #: M95000006749
Letter Number: 395A00029862

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

W9500000647

64790000649

ARTICLES OF INCORPORATION

FOR

PROLINE FINANCIAL SERVICES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **PROLINE FINANCIAL SERVICES, INC.**

ARTICLE II

The initial street address of the corporation's principal office is 7000 W. Palmetto Park Road, Suite 402, Boca Raton, Florida, 33433.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Steven B. Greenfield, Esq.
Fla. Bar. No. 897530
7000 W. Palmetto Park Road
Suite 402
Boca Raton, FL 33433
(407) 392-6391

6

RECEIVED
FILED
JUN 16 1995
FBI - MIAMI

55 JUN 19 PM 12:23

FILED

H95000006749

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Ira Martin

Suite 402
7000 W. Palmetto Park Road
Boca Raton, FL 33433

ARTICLE VIII

The name and address of the incorporator is:

Ira Martin

Suite 402
7000 W. Palmetto Park Road
Boca Raton, FL 33433

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

H95000006749

10101 P.00

Ira Martin

Suite 402
7000 W. Palmetto Park Road
Boca Raton, FL 33433

ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT:

Ira Martin
Suite 402
7000 W. Palmetto Park Road
Boca Raton, FL 33433

H95000006749

H95000006749

TREASURER:

Allison Martin
Suite 402
7000 W. Palmetto Park Road
Boca Raton, FL 33433

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, on this 14 day of June, 1995.


Ira Martin

649000006749

H95000006749

**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**

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

That Proline Financial Services, Inc., desiring to organize or qualify under the laws of the State of Florida has named Ira Martin as its registered agent to accept service of process within Florida, at: Suite 402, 7000 W. Palmetto Park Road, Boca Raton, Florida, 33433.


Ira Martin
TITLE: President

Date: 6/16/95

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Ira Martin, hereby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.


Steven B. Greenfield

Dated: 6/16/95

FILED
95 JUN 19 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

495000006749

495000006749