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LAW OFFICES OF
MAYER & SAUERBERG
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EARL E. MAYER, JR.*
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* Federal Tax Counsel to the firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

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***122.50 ***122.50

September 7, 1995

VIA FED EX

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Proud Properties, Inc.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office. Also enclosed is our firm's check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

FILED
SEP 11 AM 9:18
TALLAHASSEE, FLORIDA

GN SEP 15 1995

Secretary of State
Division of Corporations
September 7, 1995
Page 2

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & SAUERBERG

Eric M. Sauerberg

EMS:cr
Enclosures

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ARTICLES OF INCORPORATION
OF
PROUD PROPERTIES, INC.

FILED

SEP 11 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is PROUD PROPERTIES, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 1675 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, Florida 33401, and the name of the initial Registered Agent at that address is ERIC M. SAUERBERG, ESQ.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
ERIC M. SAUERBERG, ESQ.	1675 Palm Beach Lakes Blvd. Suite 700 West Palm Beach, Florida 33401

ARTICLE SEVEN

7.01 Two (2) directors shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
CLYDE STALLINGS	4311 North Broadway West Palm Beach, Florida 33407
ROBERT ENGLE	4311 North Broadway West Palm Beach, Florida 33407

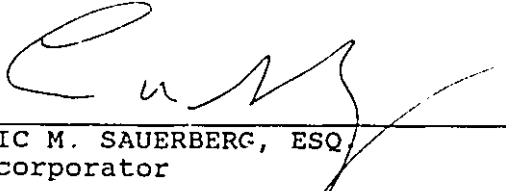
ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 7th day of September, 1995.

By: 
ERIC M. SAUERBERG, ESQ.
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th
day of September, 1995 by ERIC M. SAUERBERG, ESQ., who
is personally known to me or who produced the identification
indicated above his signature, and who did () or did not (✓)
take an oath.



CATHERINE M. ROSENTHAL
COMMISSION # CC335698
EXPIRES DEC 12, 1997
Bonded Through
ALAN INSURANCE SERVICES

Catherine M. Rosenthal
Notary Public
Printed Name: Catherine M. Rosenthal
My Commission Expires: 12/12/97
My Commission Number: CC 335698

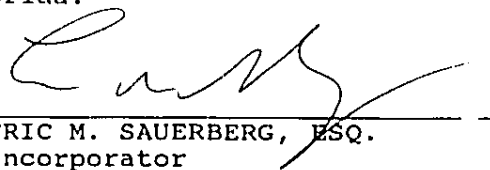
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

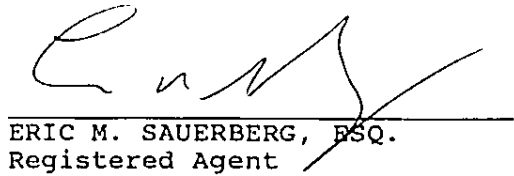
First, that PROUD PROPERTIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4311 North Broadway, West Palm Beach, Florida 33407.

Second, named ERIC M. SAUERBERG, ESQ., 1675 Palm Beach Lakes Blvd., Suite 700, West Palm Beach, Florida 33401, as its Agent to accept service of process within Florida.


ERIC M. SAUERBERG, ESQ.
Incorporator

DATE: September 7, 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 provisions of all Statutes relative to the proper and complete performance of my duties.


ERIC M. SAUERBERG, ESQ.
Registered Agent

DATE: September 7, 1995

SEP 11 1995
9:19 AM
TALLAHASSEE, FLORIDA