

P96000021471

ALFRED P. DENOWITZ, P.A.

SUITE 307

8751 WEST BROWARD BOULEVARD
PLANTATION, FLORIDA 33324

ALFRED P. DENOWITZ *
FRANCINE M. DENOWITZ

BROWARD (954) 472-8000
DADE (305) 949-0000

*ALSO MEMBER CONNECTICUT BAR

000001734770
-03/06/96--01093--013
****122.50 ****122.50

March 5, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

RE: PRO MANAGEMENT CORP.

Gentlemen:

Enclosed please find Articles of Incorporation of Pro Management Corp. and my trust account check in the amount of \$122.50. Please file the enclosed Articles and return a stamped copy thereof, together with the Corporate Charter, to my office at your earliest convenience.

Very truly yours,



Alfred P. Denowitz

APD/mlf
Enclosure

FILED
96 MAR -6 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Different from Professional
Management per D. McDuffie.*

*SMB
3/8/96*

ARTICLES OF INCORPORATION

OF

PRO MANAGEMENT CORP.

FILED

96 MAR -6 PM 1:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

PRO MANAGEMENT CORP.

The principal place of business of this corporation shall be 225 Holiday Drive, Hallandale, FL 33009.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares that this corporation is authorized to issue is 500 shares of common stock having \$ 1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 225 Holiday Drive, Hallandale, FL 33009, and

the name of the initial registered agent of the corporation at that address is MOSHE SHEMESH.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually from the date of filing of these Articles of Incorporation.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as an S corporation.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial board of directors is two. The name and address of each person who shall serve as a member of the initial board of directors is:

MOSHE SHEMESH
225 Holiday Drive
Hallandale, FL 33009

GHULAM MUSTAFA SIDDIQUI
225 Holiday Drive
Hallandale, FL 33009

ARTICLE VIII. OFFICERS

The name and address of each of the initial officers of the corporation is:

MOSHE SHEMESH, President
225 Holiday Drive
Hallandale, FL 33009

GHULAM MUSTAFA SIDDIQUI,
Secretary and Treasurer
225 Holiday Drive
Hallandale, FL 33009

ARTICLE IX. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

MOSHE SHEMESH
225 Holiday Drive
Hallandale, FL 33009

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this March 5, 1996.



MOSHE SHEMESH
Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



MOSHE SHEMESH
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR - 6 PM 1:44

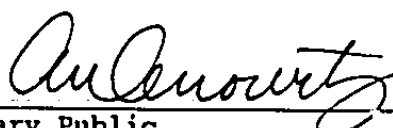
FILED

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MOSHE SHEMESH, who is/are personally known to me or who has/have produced his/her driver's license as identification and who executed the foregoing instrument and acknowledged before me that they executed the same and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this March 5, 1996.



Notary Public

My commission expires

ALFRED P. DENOWITZ
My Comm Exp. 8/09/99
Bonded By Service Ins
No. CC485122



[] Personally Known [] Other I.D.

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-209-1000

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 041074 130092A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 2, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 041074

CUSTOMER NO: 130092A

CUSTOMER: Alfred P. Denowitz, Esq.
Alfred P. Denowitz, P.a.
Suite 307
8751 West Broward Boulevard
Plantation, FL 33324

*Resignation
- to -
officer*

000001911636
08/02/96-01074-033
*****43.75 *****43.75

DOMESTIC AMENDMENT FILING

NAME: PRO MANAGEMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

*13 AUG -2 PM 12:30
Division of Corporations*

RESIGNATION

FILED
96 AUG -2 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: PRO MANAGEMENT CORP.
225 Holiday Drive
Hallandale, FL 33009

Gentlemen:

I herewith tender my resignation as Secretary, Treasurer and Director of PRO MANAGEMENT CORP., a Florida corporation, to take effect upon acceptance by its Board of Directors and upon the election of my successor.

DATED this 1st day of August, 1996.



GHULAM MUSTAFA SIDDIQUI

cc: Secretary of State