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HOWARD A. ROSE
ATTORNEY AT LAW
20495 N.E. 34th Court
Aventura, Florida 33180

March 25, 1996

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Florida Department of State
Division of Corporations
P.o. Box 6327
Tallahassee, FL 32314

Re: PRO MEDIATION SERVICES, INC.

Dear Sir:

Enclosed herewith please find our check payable to your order in the amount shown below and the original and one (1) copy of the Articles of Incorporation. The funds enclosed are as follows:

Filing fee	\$ 70.00
Certified copy	-----
Registered agent fee	35.00
certificate	<u>8.75</u>
Total:	\$ 113.75

Please file same and return the certified copy of the Article of Incorporation to this office at your earliest convenience.

Very truly yours,

Howard A. Rose
HOWARD A. ROSE

HAR:rg
Enclosures
form47/form

FILED
96 APR -8 PM 12:43
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
96 APR -8 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PRO MEDIATION SERVICES, INC.

ARTICLE I.

CORPORATE NAME

The name of the corporation is:

PRO MEDIATION SERVICES, INC.

ARTICLE II.

CORPORATE OFFICE

The address of the principal office of the corporation is unknown and the mailing address of the corporation is:

4600 Royal Palm Ave.
Miami Beach, Florida 33140

ARTICLE III.

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
7,500	\$ 1.00	Common

ARTICLE IV.

PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V.

INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered office in the State of Florida are:

INITIAL REGISTERED AGENT: TAMRA SHEFFMAN

INITIAL REGISTERED OFFICE: 4600 Royal Palm Ave.
Miami Beach, Florida 33140

ARTICLE VI.

INCORPORATOR

The name and address of each Incorporator executing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
TAMRA SHEFFMAN	4600 Royal Palm Ave. Miami Beach, Florida 33140
HOWARD A. ROSE	20495 N.E. 34th Court Aventura, Florida 33180

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII.

INDEMNIFICATION

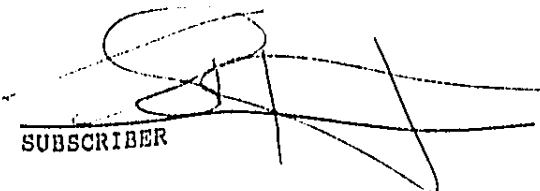
The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX.

AMENDMENTS.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

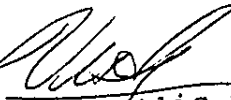
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 28 day of MARCH, 1996


SUBSCRIBER

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE (

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared _____ who is personally known or who has produced _____ as identification and who did (did not) take an oath, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 28 day of MARCH, 1996



Notary Public State of Florida
at Large

My commission expires:

form48/form



VICTOR OSCAR SILVA
My Commission CC338822
Expires Dec. 29, 1997
Bonded by ANB
800-852-5878

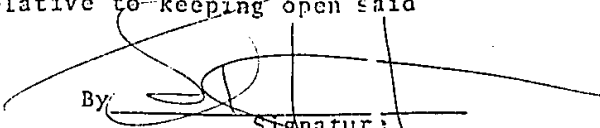
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That PRO MEDIATION SERVICES, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation at City of MIAMI BEACH County
(City)
of DADE, State of FLORIDA
(County) (State)
has named TAMARA SIEFFMAN
(Name of Resident Agent)
located at 4600 Royal Palm Ave. Miami Beach, Florida 33142
(Street address and number of building,
Post Office Box address not acceptable)
City of MIAMI BEACH, County of DADE
(City) (County)
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

By: 
Signature:
(resident agent)

