

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 5/21/96

REQUEST TAKEN CONFIRMED APPROVED
 DATE 5/21
 TIME 11:00 CK No. _____
 BY PH

WALK-IN
 Will Pick Up _____

RE:

Procall Enterprises Inc

C.C. FEE. DISBURSED

Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF INCORPORATION

OF

"PROCALL ENTERPRISES", INC.

FILED

96 MAY 21 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby adopts the following Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with powers, rights, privileges and immunities hereinafter mentioned, and do hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida this Certificate of Incorporation and to that end, by this Certificate, do set forth:

ARTICLE I

The name of this corporation (hereinafter called the "Corporation") is Procall Enterprises, Inc.

ARTICLE II

The principal office of the Corporation shall be in the City of Miami, County of Dade, particularly, 7330 North Oakmont Drive, Miami, Florida 33015.

ARTICLE III

SECTION 1. The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding at any given time is One Thousand (1000) with a par value of \$1.00.

SECTION 2. The Board of Directors may determine at the time of issuance of any shares of Common Stock of the Corporation issued for cash, or within sixty (60) days after the issuance of said shares of the Corporation's Common Stock issued for property other than cash, what part of the consideration as may be received in excess of the part thereof which shall be determined to be capital, as aforesaid shall be surplus or net assets in excess of cash.

SECTION 3. All holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share. All holders of Common Stock shall have preemptive rights to purchase the Corporation's securities.

SECTION 4. (a) Every holder of shares in the Corporation shall be entitled to have a certificate representing all shares to which he or she is entitled; and such certificate shall be signed by the president or vice-president and the secretary or an assistant secretary of the Corporation and may be sealed with the seal of the Corporation or a facsimile thereof. The signature of the president or vice president and the secretary or assistant secretary may facsimiles if the certificate is manually signed on behalf of a transfer agent or a register other than the Corporation itself or an employee of the Corporation. In case any officer who signed, or officer before such certificate is issued, it may be issued by the Corporation with the same

effect as if he were such officer at the date of its issuance.

(b) Every certificate representing shares which are restricted as to the sale, disposition, or other transfer of such shares shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any holders of Common Stock, upon request and without charge, a full statement of such restrictions.

ARTICLE IV

The registered agent of this Corporation shall be Marian M. Smith and the registered office shall be located at 7330 North Oakmont Drive, Miami, Florida 33015.

ARTICLE V

The name(s) and address(es) of the incorporator(s) of this Certificate of Incorporation is /are: Marian M. Smith, 7330 North Oakmont Drive, Miami, Florida 33015.

ARTICLE VI

SECTION 1. The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do.

SECTION 2. Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

SECTION 3. To do and perform all other acts and things which may be necessary or desirable in carrying out the full intents and purposes of this Corporation whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

SECTION 4. To make By-Laws not inconsistent with the laws of this state for the administration of the business and interests of the Corporation.

SECTION 5. To exercise the powers conferred upon corporations by the Statutes of Florida.

SECTION 6. This Corporation is organized under the provisions of Chapter 607, Florida Statutes, commonly known as the "Florida Business Corporation Act (1989)."

ARTICLE VII

SECTION 1. (a) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(b) The Corporation shall have the preemptive right to repurchase the shares of Common Stock held by an individual at the time of his or her death. All shares of Common Stock not repurchased by the Corporation shall be repurchased by the then existing holders of the Corporations's Common Stock.

ARTICLE VIII

The amount of capital stock with which this Corporation shall begin business shall be the sum of One Hundred Dollars (\$100.00).

ARTICLE IX

This Corporation shall have perpetual existence. The existence of this Corporation shall commence as of the filing of the Articles of Incorporation.

ARTICLE X

The number of directors on the first Board of Directors of this Corporation shall be one (1). Directors may be holders of Common Stock. In case of a vacancy in the Board of Directors for any reason, the remaining members of the Board, or if none exist, the stockholders, may elect directors to fill such vacancy or vacancies. The Board of Directors may increase the number of directors, but the number of directors shall never be less than one (1).

ARTICLE XI

The name(s) and address(es) of the Board of Directors of this Corporation are as follows:

NAME	ADDRESS
Marian M. Smith	7330 N. Oakmont Drive Miami, Florida 33015

Said Director shall hold office until successors are elected and qualified.

ARTICLE XII

The executive officers of this Corporation shall be President, a Vice-President, Treasurer and Secretary. All officers may be directors.

The Corporation may also have such other officers and agents as may be deemed necessary, and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the By-Laws, or as determined by the Board of Directors.

ARTICLE XIII

The Corporation shall have the power to indemnify, to the full extent permitted by the Laws of the State of Florida, any incorporator, any officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person, who at the request of the Corporation, is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XIV

The name and address of the person who shall serve as officers of the Corporation until the first annual meeting or as otherwise provided for in the By-Laws, is as follows:

NAME	OFFICE	ADDRESS
Marian M. Smith	President, Treasurer and Secretary	7330 N. Oakmont Drive Miami, Florida 33015

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal the By-Laws of the Corporation, subject to the power of the holders of Common Stock having voting power to alter, amend or repeal the By-Laws made by the Board of Directors.

(b) To determine and fix the value of any property that is acquired by the Corporation, and to issue in exchange therefore Common Stock of the Corporation.

(c) To set apart out of any funds of the Corporation, a reserve or reserves for working capital, bad debts or for any other lawful purpose, and also to abolish any such reserves in the same manner in which they were created.

(d) To determine from time to time whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to inspection of the holders of Common Stock, but no holder of Common Stock shall have any right to inspect any account, book or document of the Corporation except as conferred by the Laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors, or the holders of Common Stock.

(e) A majority of the number of directors fixed by, or in the manner provided in the By-

Laws or, in the absence of a by-law fixing or providing for the number of directors, then the number stated in the Articles of Incorporation shall constitute a quorum for the transaction of business.

The act of the majority of the directors present and at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE XVI

If the By-Laws so provide, the holders of Common Stock and Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to provisions of the Laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The Corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by this Certificate of Incorporation, and in addition to the powers and authorities expressly conferred upon them by the Laws of Florida.

ARTICLE XVII

Directors reserve the right to declare dividends, when appropriate, which decision shall be announced at each annual meeting.

ARTICLE XVIII

In case the Corporation enters into contracts or transacts business with one or more of its directors or with any firm of which one or more of its directors or members or with any corporation or association of which one or more of its directors are holders of Common Stock, directors, or officers, then such contracts or transactions shall not be invalidated or in any way affected by the facts that such director or directors have or may have interests therein which are or might be adverse to the interest of this Corporation, provided that such contracts or transactions are entered into in good faith and authorized or ratified in the usual course of business as may be provided for in the By-Laws of the Corporation.

ARTICLE XIX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the Laws of Florida, and all rights and powers conferred herein upon the holders of Common Stock, directors and officers are subject to this reserved power.

ARTICLE XX

The Corporation may apply for Subchapter S status under the provisions of the Internal Revenue Code, Title 26 of the United States Code.

ARTICLE XXI

The Corporation is authorized to issue only one class of Common Stock. All shares of Common Stock shall only be issued to directors or officers of the Corporation or such other person(s) designated by a majority of the directors of this Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE XXII

The Common Stock of this Corporation may be sold by holders of Common Stock only after it has been offered for sale first to the Corporation for fifteen (15) business days, and thereafter to the remaining holders of Common Stock for fifteen (15) business days at the same price. Each new price will constitute a new offer to sell subject to this provision.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation pursuant to the Laws of Florida, does make, subscribe and acknowledge this Certificate, and has hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Florida Secretary of State, for the purposes herein set forth, this 14th day of May, 1996.

I am familiar with and understand the duties and responsibilities as registered agent.

Marian M. Smith
Marian M. Smith
Incorporator /Registered Agent

STATE OF FLORIDA)

: ss

COUNTY OF DADE)

PERSONALLY APPEARED before me, the undersigned authority, this 17th day of May, 1996, Marian M. Smith, who produced a Florida Driver's License for identification, and who known to me and known to be the person making, subscribing and acknowledging the foregoing Certificate and Articles of Incorporation to be his/her free acts for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 17th day of May, 1996.

Marlo Smith
Signature

Marlo Smith
Printed Name

My Commission expires:

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

