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5/24/96

Julio Ferrer

Requester's Name

235 Catalonia Ave.

Address

Coral Gables FL 33134

City

State

ZIP

Phone

442-1919

VALIDATION ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 28 AM 11:09

FILED

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CORPORATION(S) NAME

PROPER PERFORMANCE, INC.

Empire Toll Free: 1-800-432-3028

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

RECEIVED COPY

RECEIVED
96 MAY 28 AM 9:46
DIVISION OF CORPORATION

K. CHESSE

MAY 28 1996

ARTICLES OF INCORPORATION

OF

PROPER PERFORMANCE, INC.

The undersigned hereby subscribes to these Articles of Incorporation for any legal purpose permitted under the law of the State of Florida and of the United States of America.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is: PROPER PERFORMANCE, INC.

ARTICLE II
NATURE OF BUSINESS

Any and all legal purposes permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have outstanding at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value of shares of stock, other than shares which have no par value or nominal value are as follows: five hundred (500) one dollar (\$1.00) par value shares and each share having equal rights, privileges and voting power.

The total authorized capital stock of this corporation is five hundred shares divided into shares at the par value of One (\$1.00) each. The amount of capital with which this corporation will begin business is five hundred dollars (\$500.00). Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors but

must be paid for by property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS

The initial principal office of this Corporation is to be located at:

2165 S.W. 47th Street
Fort Lauderdale, Florida 33312

ARTICLE VI
DIRECTORS

The number of directors of this corporation shall be two (2) initially, but may be increased according to the by-laws adopted by the shareholders.

ARTICLE VII
INITIAL DIRECTORS

The name and street address of the first Board of Directors and Incorporators who, subject to the provision of these Articles of Incorporation, the by-laws and laws of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

PRESIDENT/SECRETARY:

AVI PORTNOY
2165 S.W. 47th Street
Fort Lauderdale, Florida 33312

VICE-PRESIDENT/
TREASURER:

ISAAC BERMAN
2165 S.W. 47th Street
Fort Lauderdale, Florida 33312

ARTICLE VIII
AMENDMENTS

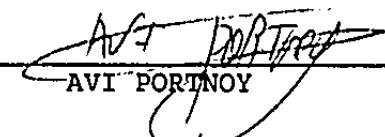
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IV
RESIDENT AGENT

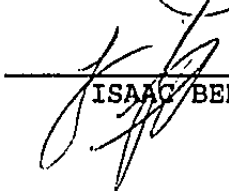
The Resident Agent upon whom service of process is made is:

AVI PORTNOY
2165 S.W. 47th Street
Fort Lauderdale, Florida 33312

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 2165 S.W. 47th Street Fort Lauderdale, Florida 33322 for the use and purpose aforesaid.



AVI PORTNOY



ISAAC BERMAN

STATE OF FLORIDA) ss.

COUNTY OF DADE)

BE IT REMEMBERED that on the 24th day of May 1996, personally appeared before the undersigned, a notary public for the State of Florida, the aforesaid subscriber to the foregoing Articles of Incorporation, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledge the foregoing Articles of Incorporation, as his voluntary act and deed and that the facts set forth therein are true and correct.

GIVEN under my hand and official seal, this the day and year aforesaid.


NOTARY PUBLIC, State of
Florida at Large

SWORN TO AND SUBSCRIBED BEFORE me this 24th day of May, 1996.

My Commission Expires:



MIRIAM M. BLANCO
My Commission CC228011
Expires Dec. 28, 1997
Bonded by HAI
800-422-1855

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that: PROPER PERFORMANCE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has named:

AVI PORTNOY
2165 S.W. 47th Street
Fort Lauderdale, Florida 33312

as its agent to accept service of process within the State of

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the 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: AVI PORTNOY

AVI PORTNOY
Resident Agent

DATED THIS 24th day of May, 1996.

FILED
96 MAY 28 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA