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LAW OFFICE
LAWRENCE L. DAVIS, P.A.
POST OFFICE BOX 495
FORT LAUDERDALE, FLORIDA 33302

LAWRENCE L. DAVIS, LL.M., CPA
BOARD CERTIFIED TAX ATTORNEY

October 3, 1996

FILED
OCT-8 AM 10:28
TALLAHASSEE, FLORIDA
TELEPHONE:
(904) 462-7115

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

100001969131
-10/03/96--01048--011
***122.50 ***122.50

Re: Incorporation of PRO-FIVE, INC.

Dear Sir/Madam:

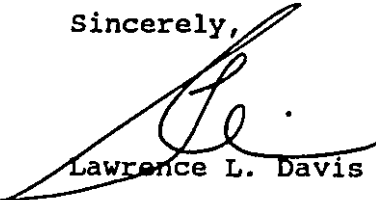
Please find enclosed the original and one photocopy of the Articles of Incorporation of the above corporation. Designation of the registered agent is made in the text of the Articles, and the acceptance by the named registered agent is attached to the back of the Articles. Also, please find enclosed a check in the amount of \$122.50 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	52.50
TOTAL	<u>\$122.50</u>

Please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me at your earliest convenience. An envelope is enclosed for your convenience.

If you have any questions, please feel free to call me.

Sincerely,


Lawrence L. Davis

Enclosures

cc: Russell C. Harris, III (w/o enclosures)

F. CHESER OCT 11 1996

ARTICLES OF INCORPORATION
OF

PRO-FIVE, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I.

NAME

The name of the Corporation is PRO-FIVE, INC..

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation has not yet been established. The current mailing address of the Corporation is:

1201 E. Las Olas Blvd.
Ft. Lauderdale, FL 33301.

ARTICLE III.

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV.

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock, One Dollar (\$1.00) par value per share.

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TALLAHASSEE, FLORIDA

ARTICLE V.

PREEMPTIVE RIGHTS

To the extent not inconsistent with Florida law, every shareholder, upon the distribution of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to acquire his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) upon the terms same which it is offered to others.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Russell C. Harris, III
1201 E. Las Olas Blvd.
Ft. Lauderdale, FL 33301

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The Corporation shall have initially 2 director(s) to hold office until the first annual meeting of shareholders and until his/her successor shall have been elected and qualified, or until his/her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The name and address of the initial director(s) of the

Corporation are:

Russell C. Harris, III
1201 E. Las Olas Blvd.
Ft. Lauderdale, FL 33301

Denis C. Potvin
1201 E. Las Olas Blvd.
Ft. Lauderdale, FL 33301

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles are:

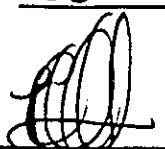
Russell C. Harris, III
1201 E. Las Olas Blvd.
Ft. Lauderdale, FL 33301

ARTICLE IX.

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of October, 1996.



Russell C. Harris, III
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

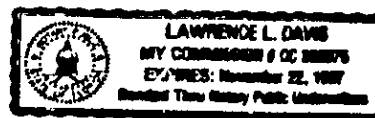
BEFORE ME, the undersigned authority, authorized to take

acknowledgments in the state and county set forth above, personally appeared Russell C. Harris, III known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 4 day of OCTOBER, 1996.


Notary Public, State of Florida


My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of PRO-FIVE, INC., as made in the foregoing Articles of Incorporation. I am familiar with, and accept the obligations of, a registered agent in Florida.

Date: 10-4-96


Russell C. Harris, III

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96 OCT -8 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA