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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

ACCT#: 072720000101

FAX #:

NAME: INVEST.IN.PRO., INC. AUDIT NUMBER.....H96000014458 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. MAIL
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ARTICLES OF INCORPORATION
OF
INVEST.IN.PRO., INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be INVEST.IN.PRO., INC. ("Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 4121 N.W. 9th Avenue, Suite 1, Pompano Beach, Florida 33064.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100) shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The 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.

Prepared by:
FREDERIC M. BARTHE, ESQ.
Florida Bar No.: 959456
888 S.E. 3rd Avenue, Suite 400
Ft. Lauderdale, FL 33316
Tel.: (954) 524-6666

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are: Frederic M. Barthe, 888 Southeast Third Avenue, Suite 400, Fort Lauderdale, Florida 33316.

ARTICLE VI INCORPORATOR

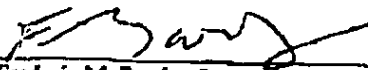
The name and street address of the incorporator to these Articles of Incorporation is:

Frederic M. Barthe
888 Southeast Third Avenue, Suite 400
Fort Lauderdale, Florida 33316

ARTICLE VII DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director and President is Mr. Daniel A. Alor, located at 4121 N.W. 9th Avenue, Suite 1, Pompano Beach, Florida 33064; the initial Vice President is Mr. Jean G. Cohade located at 4121 N.W. 9th Avenue, Suite 1, Pompano Beach, Florida 33064, and the initial Secretary Treasurer is Miss Aline C. Bedel located at 4121 N.W. 9th Avenue, Suite 1, Pompano Beach, Florida 33064.

The undersigned has executed these Articles of Incorporation this 8 day of October, 1996.


Frederic M. Barthe, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for INVEST.IN.PRO., INC., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: Oct. 2, 1996.


FREDERIC M. BARTHE
Registered Agent

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