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LAW OFFICES OF
LEE MAX ROTHMAN, P.A.

ONE EXECUTIVE COURT
2295 CORPORATE BOULEVARD, N.W.
SUITE 134
BOCA RATON, FLORIDA 33431

November 20, 1996

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MEMBER OF FLORIDA
AND GEORGIA BAR

REAL PROPERTY LAW
TITLE INSURANCE
REAL ESTATE CLOSINGS
LANDLORD-TENANT LAW
CORPORATION AND BUSINESS LAW
WILLS, TRUSTS AND ESTATE PLANNING
ESTATE ADMINISTRATION AND PROBATE

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/03/96--01142--001
****122.50 ****122.50

Re: Incorporation of PROBILL, INC.


Ladies and Gentlemen:

Enclosed please find two originally executed copies of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$122.50 which represents the filing fee as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Resident Agent Designation	<u>\$ 35.00</u>
Total	\$122.50

Please return the certified copy to the undersigned as soon as possible. Thank you very much for your cooperation in this matter.

Sincerely yours,


Katherine A. Brewer, CLA
Legal Assistant to
Lee Max Rothman, Esquire

Enclosure
cc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROBILL, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this corporation is PROBILL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

111 East Boca Raton Road
Courtyard
Boca Raton, FL 33432

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of Common Stock, for a nominal or par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she 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 a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

Tana Lynn Boniello
111 East Boca Raton Road
Courtyard
Boca Raton, FL 33432

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation is:

Tana Lynn Boniello	111 East Boca Raton Road
	Courtyard
	Boca Raton, FL 33486

ARTICLE VIII - INCORPORATOR

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

Tana Lynn Boniello	111 East Boca Raton Road
	Courtyard
	Boca Raton, FL 33486

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE X - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 20 day of November, 1996.


TANA LYNN BONIELLO

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That PROBILL, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, FL as its agents to accept service of process within this State.

1. The name of the corporation.

PROBILL, INC.

2. The name and address of the registered agent and office is:

Tana Lynn Boniello
111 East Boca Raton Road
Courtyard
Boca Raton, FL 33432

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 20, 1996.


TANA LYNN BONIELLO
Registered Agent