

The Law Offices of
Jodi B. Green, P.A.
Attorneys At Law

JODI B. GREEN
Immigration and Naturalization
Family Law
DEBORAH K. HAUSMAN
Corporate
JOHN CAWOON
Foreign Legal Consultant

1499 West Palmetto Park Road
Suite #300
Boca Raton, Florida 33486
Telephone (561) 391-3221
Facsimile (561) 392-2611
E-Mail jbgreen@techlink.net
E-Mail 73344-162@compuserve.com

January 10, 1997

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

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Dear Sir,

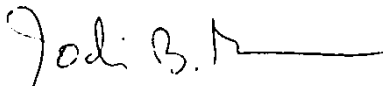
RE: Registration of Articles of Incorporation - Pro Ports Inc.

We enclose herewith;

1. Articles of Incorporation in duplicate.
2. Our check for \$122.50 in respect of your charges.

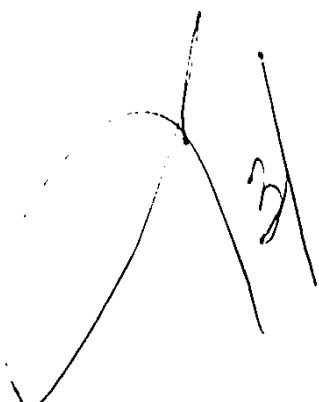
Kindly file the Articles of Incorporation and return a certified copy thereof to us at
your earliest convenience.

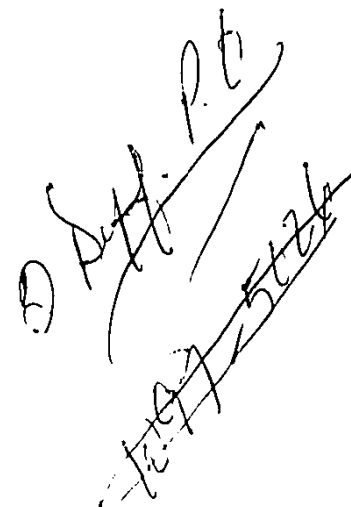
Sincerely,



Jodi B. Green Esquire
The Law Offices of JODI B. GREEN, P.A.

l/jc
Enclosure(s)
CF: \







FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 4, 1997

JODI B. GREEN, P.A.
1499 W. PALMETTO PARK RD.
SUITE 300
BOCA RATON, FL 33486

SUBJECT: PRO PORTS INC.
Ref. Number: W97000005026

We have received your document for PRO PORTS INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PRINCIPAL OFFICE LISTED IN ARTICLE VI IS NOT THE SAME PRINCIPAL OFFICE LISTED ON THE REGISTERED AGENT CERTIFICATE, PLEASE CORRECT.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 897A00011053

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March 6, 1997

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

RE: Pro Ports Inc.
W97000005026

We refer to your letter No. 897A00011053 and return the Articles of Incorporation for the abovementioned Corporation, duly amended.

Kindly return a registered copy to us at your earliest convenience.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jodi B. Green".

Jodi B. Green Esquire
The Law Offices of JODI B. GREEN, P.A.

Yjc
Enclosure(s)
CF: \

Articles of Incorporation
Of
PRO PORTS INC.

FILED
97 MAR 12 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Corporation for the purpose hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the Corporation shall be PRO PORTS, Inc.

II. BUSINESS AND POWERS

SECTION A:

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

SECTION B:

To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this state.

SECTION C:

To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

SECTION D:

To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other of the objects or purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of

security interests in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the board of directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

IV. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence commencing upon the filing of these Articles.

VI. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 9235 Ramblewood Drive,
Suite 1111, Coral Springs, Florida, 33071

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than three (3).

VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these

Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME:ADDRESS:

ERROL WAYNE D. LEITH
PRESIDENT & SECRETARY
100 ENTABENI ROAD PARADISE VALLEY
PINETOWN 3610
SOUTH AFRICA

BREMM MINNAAR
VICE PRESIDENT & TREASURER
9235 RAMBLEWOOD DRIVE
SUITE 1111
CORAL SPRINGS
FLORIDA 33071

IX. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be Jodi B. Green, P.A., 1499 West Palmetto Park Road, Suite #300, Boca Raton, Florida 33486.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME:ADDRESS:

JOHN CHRISTOPHER CAWOOD
11 INLET CAY DRIVE
OCEAN RIDGE
FLORIDA 33435

XI. AMENDMENT

The 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 stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

XII. EFFECTIVE DATE

The effective date of this corporation shall be the date as filed in the Secretary of State's Office in
Tallahassee, Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of
Incorporation on this 10 day of February, A.D., 1997

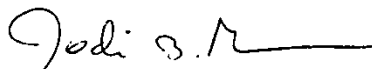

Incorporator - JOHN CHRISTOPHER CAWOOD

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

In compliance with § 48.091, of the Florida Statutes, the following is submitted: that PRO PORTS, Inc.,
desiring to organize under the Laws of the State of Florida, with its principal Office as indicated in the
Articles of Incorporation at 9235 Ramblewood Drive, Suite 1111, Coral Springs, Florida 33071, has named
Jodi B. Green, P.A. whose address is 1499 West Palmetto Park Road, Suite #300, Boca Raton 33486,
County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at a place designated in
this Certificate, the undersigned agrees to act in the capacity, and agrees to comply with the provisions of
the Florida Law.



Registered Agent - Jodi B. Green, Esquire
On Behalf Of
The Law Offices of JODI B. GREEN, P.A.
1499 West Palmetto Park Road - Suite #300
Boca Raton, Florida 33486

97 MAR 12 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED