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BARTHOLE & ROSARIO

12855 SW 136 Ave, Suite 213
Miami, FL 33186
(305)378-6608
Fax: (305)378-6575

April 29, 1997

Ms. Doris McDuffie
Florida Dept. Of State
409 E. Gaines St.
Tallahassee, FL 32399

900002168109--4
-05/06/97--01105--031
*****70.00 *****70.00

Dear Ms. McDuffie:

Please file the enclosed Articles of Incorporation for PROPHALAB, INC. and NELO VARIETY THRIFT, INC. as soon as possible, and return a copy of the filed Articles, stamped by the State of Florida to me.

Paul A. Barthole
12855 SW 136th Ave, Ste. 213
Miami, FL 33186.

FILED
97 APR 30 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed are two (2) checks for \$70.00 for the filing fees. Please return the copies, via Fedex, account number 1915-7217-3.

Should you have any questions, please do not hesitate to call me at the number on the letterhead.

Thank you and best regards,



Paul A. Barthole
Managing Partner

PAB/pab
Enclosures(6)

Pmc
5/1/97

**ARTICLES OF INCORPORATION
OF
PROPHALAB, INC.**

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97 APR 30 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:

Prophalab, Inc.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually, unless dissolved according law.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of this corporation shall be:

12855 SW 136 Ave, Suite 223
Miami, FL 33186

ARTICLE IV
NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE V
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at this time is 1,000 shares of common stock having \$1.00 par value per share. This amount may be changed from time to time as prescribed by the bylaws.

ARTICLE VI
STOCKHOLDERS

The initial stockholders of the corporation, the number of shares each owns, and the percentage of their ownership shall be:

<u>Name</u>	<u># of Shares</u>	<u>% Ownership</u>
Patrick J. Charles	250	25%
Myrlene D. Charles	250	25%
Philippe Larco	250	25%
Nancy C. Larco	250	25%

ARTICLE VII
REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Paul A. Barthole and the street address of the initial registered office of the corporation shall be:

12855 SW 136 Ave, Suite 213
Miami, FL 33186

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


Paul A. Barthole

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97 APR 30 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII
EFFECTIVE DATE

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IX
INITIAL OFFICERS

Patrick J. Charles
Philippe Larco
Nancy C. Larco
Myrlene D. Charles

President
Vice President
Treasurer
Secretary

ARTICLE X
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE IX
INCORPORATOR

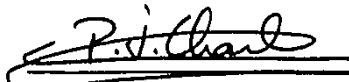
The name and street address of the incorporator of these Articles of Incorporation is:

Patrick J. Charles

5209 E. Lakes Drive

Pompano Beach, FL 33064

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of April, 1997.



Patrick J. Charles, Incorporator

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, a notary public, authorized to take acknowledgments in the state and county set forth above personally appeared Patrick J. Charles, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 29th day of April, 1997.



Notary Public