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FILED

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James E. Johnson

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 14, 1997

FILED  
97 MAY 16 AM 11:07  
TALLAHASSEE, FLORIDA

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

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-05/16/97--01072--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ProsOnLine, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation for ProsOnLine, Inc. Please file the Articles and return confirmation of the filing to this office in the enclosed self-addressed, stamped envelope. I have included my firm check in the amount of \$70.00 to cover the filing costs.

If you have any questions, please do not hesitate to contact my office.

Sincerely,

James E. Johnson II  
James E. Johnson II

JEJ/clis  
Enclosures

OK  
5/20/97

ARTICLES OF INCORPORATION

OF

ProsOnLine, Inc.

FILED

97 MAY 16 AM 11:07

TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the Corporation shall be ProsOnLine, Inc.

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of advertising and promotion and 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.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of Class A stock, each share having \$.10 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 2843 Thaxton Drive, #37, Palm Harbor, Florida 34684, and the name of the initial registered agent of this Corporation at that address is JOHN MARTIN.

#### ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than one (1).

#### ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN MARTIN	2843 Thaxton Drive, #37 Palm Harbor, Florida 34684
JORYN JENKINS	2843 Thaxton Drive, #37 Palm Harbor, Florida 34684

These persons named as Directors of the Corporation are of full age and residents of the United States.

#### ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN MARTIN, President	2843 Thaxton Drive, #37 Palm Harbor, Florida 34684
JOSEPH CICCONE, Vice President of Development	2843 Thaxton Drive, #37 Palm Harbor, Florida 34684
LOUIS MANGNOLA, Vice President of Marketing	2843 Thaxton Drive, #37 Palm Harbor, Florida 34684
COLLEEN R. MARTIN, Secretary/Treasurer	2843 Thaxton Drive, #37 Palm Harbor, Florida 34684

**ARTICLE IX - INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is JOHN MARTIN, whose address is 2843 Thaxton Drive, #37, Palm Harbor, Florida 34684.

**ARTICLE X - BY-LAWS**

The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

**ARTICLE XI - PRINCIPAL OFFICE**

The principal office of this Corporation shall be 2843 Thaxton Drive, #37, Palm Harbor, Florida 34684, telephone number (813) 784-1458.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 13<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
JOHN MARTIN, President

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, personally appeared JOHN MARTIN, who provided is personally known as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State of  
named above this 13<sup>th</sup> day of May, 1997.

James E. Johnson II  
NOTARY PUBLIC

My Commission Expires:



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

FILED  
97 MAY 16 AM 11:07  
TALLAHASSEE, FLORIDA

JOHN MARTIN

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ProsOnLine, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Palm Harbor, County of Pinellas, State of Florida, has named JOHN MARTIN located at 2843 Thaxton Drive, #37, Palm Harbor, Florida 34684, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JOHN MARTIN  
as Registered Agent