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PETER Z. KAMENESH

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May 14, 1997

(Via Certified Mail Return Receipt Requested)

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

200002183232--2
-05/19/97--01125--009
****122.50 ****122.50

Re: Pro-Line Redevelopment, Inc.

Gentleperson(s):

Enclosed please find Articles of Incorporation for **Pro-Line Redevelopment, Inc.**, and our trust account check in the sum of \$122.50 representing your filing fees..

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed stamped, self-addressed envelope which has been enclosed for your convenience.

Thank you in advance for your prompt attention to the foregoing.

Sincerely yours,


Peter Z. Kamenesh

cb
Enclosures

FILED
97 MAY 19 AM 8:45
TALLAHASSEE, FLORIDA

PH
5/21/97

ARTICLES OF INCORPORATION
OF
Pro-Line Redevelopment , Inc.

FILED
97 MAY 19 AM 8:45

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the state of Florida.

I. NAME

The name of this corporation is:

Pro-Line Redevelopment , Inc..

II. Duration

The period of its perpetual.

III. Capital Stock

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value. This stock will be considered to be section 1244 stock.

IV. INITIAL REGISTERED OFFICE AND AGENT

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

Peter Z. Kamenesh
2665 South Bayshore Drive
SUITE M-103
COCONUT GROVE, FLORIDA 33133

THE PRINCIPLE ADDRESS AND THE REGISTERED OFFICE ADDRESS ARE THE SAME.

V. PURPOSE

The general purpose for which the corporation is organized shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of America.

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Rene John Sardina
2665 South Bayshore Drive
SUITE M-103
COCONUT GROVE, FLORIDA 33133

VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are:

Rene John Sardina
2665 South Bayshore Drive
SUITE M-103
COCONUT GROVE, FLORIDA 33133

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the share-holders is subject to this reservation.

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or share-holders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in articles of Incorporation or Bylaws.

XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first rights to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETING BY CONFERENCE TELEPHONE

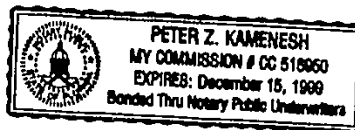
Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.


Rene John Sardina

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of May 1997.

Page 2 of 2

Notary Public



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

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

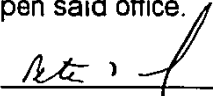
First-That Pro-Line Redevelopment, Inc.

desiring to organize under the laws of the State of Florida, with its principle offices as
indicating in the Articles of Incorporation, at City of Miami, County of Dade, State of
Florida, has named as its agent to accept service within this state, Peter Z. Kamenesh
located at

2665 South Bayshore Drive
SUITE M-103
COCONUT GROVE, FLORIDA 33133

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.



Peter Z. Kamenesh
Registered Agent

FILED
97 MAY 19 AM 8:15
TALLAHASSEE, FLORIDA