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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PROSSAGE, INC.

AUDIT NUMBER.....H97000012010

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: PROSEAGE, INC.
REF: W97000017031

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Becky McKnight
Document Specialist

FAX Aud. #: B97000012010
Letter Number: 197A00037432

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ARTICLES OF INCORPORATION
OF
PROSSAGE, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

PROSSAGE, Inc.

ARTICLE II

The principal place of business of this corporation shall be:

**7601 S.W. 124th Street
Miami, FL 33156**

ARTICLE III

This corporation may engage in or transact any of 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.

Martin L. Berger
Myron M. Samoto, P.A.
8700 S. Dixie Highway
Suite 1030
Miami, FL 33156
Phone: 305/870-5070
Fla Bar No. 859472

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ARTICLE IV

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1000 SHARES OF COMMON STOCK AT \$1 PAR VALUE

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

There shall be one or more directors of this corporation.

ARTICLE VII

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successors are elected are:

PETER S. BERGER

ARTICLE VIII

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

**Martin I. Berger
9700 South Dixie Highway Suite 1030
Miami, Florida 33156**

ARTICLE IX

The name and address of the initial registered agent is:


**Martin I. Berger
9700 S. Dixie Highway Suite 1030
Miami, Florida 33156**

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ARTICLE X

It is the intention of the initial Board of Directors to be taxed as a "small business corporation", under the provisions of the Internal Revenue Code and that the proper officers of the corporation be and they are hereby authorized and directed to evidence such election by completing and filing form 2553 of the United States Treasury Department with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of July, 1997.


Martin I. Berger

STATE OF FLORIDA }
COUNTY OF DADE }

BEFORE ME personally appeared MARTIN I. BERGER, to me well known and known to me to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged to and before me that he executed said instrument for purposes therein expressed.

WITNESS my hand and official seal this 23rd day of July, 1997.

Notary Public, State of Florida

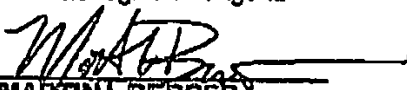
My Commission Expires:

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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


MARTIN L. BERGER
 Registered Agent

Date: July 23, 1997

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