

LAW OFFICE OF
TED CRESPI
A PROFESSIONAL ASSOCIATION

P970000070886

TED CRESPI

THE 110 TOWER
SUITE 1900
110 S.E. SIXTH STREET
FT. LAUDERDALE, FLORIDA 33301

BROWARD: (954) 760-9222
FAX: (954) 760-9261

August 12, 1997

Florida Department of State
Attn: Brenda Baker - New Filings
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/18/97--01089--025
****122.50 ****122.50

Re: **FLORIDA PRO SHOPS, INC.**
Our Client/Matter Nos. 7-15759/97-279

Dear Ms. Baker:

Enclosed please find two (2) original sets of the Articles of Incorporation for the above-captioned corporation together with check no. 1001 in the amount of \$122.50 to cover the various fees. Please return a certified copy of the articles (three hole punched set) in the self-addressed postage paid envelope provided for your convenience.

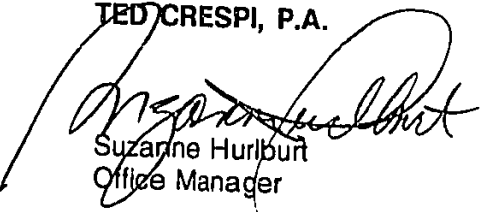
In the event you have any questions or would like to discuss this matter, please feel free to contact the undersigned.

Sincerely,

AUG 15

BSB

TED CRESPI, P.A.


Suzanne Hurlburt
Office Manager

/s

Enclosures

97 AUG 15 11:11
FILED

**ARTICLES OF INCORPORATION
OF
FLORIDA PRO SHOPS, INC.**

FILED
97 MAR 15 11:11

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

ARTICLE I - NAME

The name of this corporation is **FLORIDA PRO SHOPS, INC..**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 600 shares of no par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 12425 Taft Street, Pembroke Pines, Florida 33128, and the name of the initial registered agent of this corporation at that address is **TED CRESPI**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

TED CRESPI

The 110 Tower - Suite 1990
110 Southeast 6 Street
Fort Lauderdale, Florida 33301-5000

FRANK ANZALONE

12425 Taft Street
Pembroke Pines, Florida 33128

SHLOMO EPSTEIN

12425 Taft Street
Pembroke Pines, Florida 33128

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is: **TED CRESPI**, The 110 Tower - Suite 1990, 110 Southeast 6 Street, Fort Lauderdale, Florida 33301-5000.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

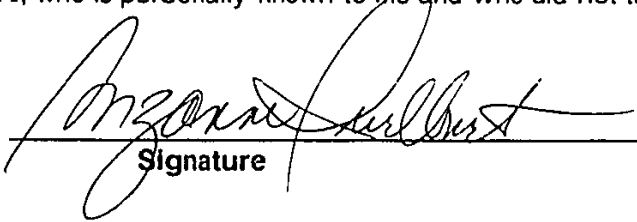
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 16TH day of August, 1997.



TED CRESPI, Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 1st day of August, 1997, by **TED CRESPI**, who is personally known to me and who did not take an oath.

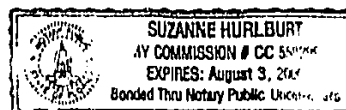


Signature

Printed Name

My Commission Expires:

D/L# _____



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

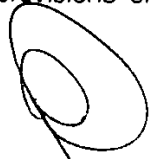
FIRST that **FLORIDA PRO SHOPS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 12425 Taft Street, Pembroke Pines, Florida 33128, has named **TED CRESPI**, as its agent to accept service of process within Florida.

Dated: **August 1, 1997**



TED CRESPI, Incorporator

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



TED CRESPI, Registered Agent