

P97000072504

August 12, 1997

600002271866--6
-08/20/97--01018-1006
***122.50 ***122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Procrete, Inc.

Please find enclosed the original and one copy of Articles of Incorporation together with payment in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please make August 12, 1997, as the effective date of the corporation.

Very truly yours,


Adrian Thompson

Procrete, Inc.
770 Airport Rd., Suite 7
Ormond Beach, FL 32174

(904) 673-9862

EFFECTIVE DATE
8-12-97

FILED
97 AUG 19 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PMC 8/20/97

ARTICLES OF INCORPORATION

of

PROCRETE, INC.
(name of corporation)

FILED

97 AUG 19 AM 11:38

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

PROCRETE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

EFFECTIVE DATE

8-12-97

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue TWO THOUSAND shares (2,000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	PROCRETE, INC.		
ADDRESS	770 AIRPORT RD., SUITE 7		
CITY	ORMOND BEACH	FLORIDA	ZIP 32174

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	ADRIAN THOMPSON		
ADDRESS	770 AIRPORT RD., SUITE 7		
CITY	ORMOND BEACH	FLORIDA	ZIP 32174

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	ADRIAN THOMPSON		
ADDRESS	4 PINE LOOK PASS		
CITY	ORMOND BEACH	STATE FL	ZIP 32174
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

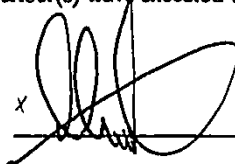
ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ADRIAN THOMPSON		
ADDRESS	4 PINE LOOK PASS		
CITY	ORMOND BEACH	STATE	FL ZIP 32174
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12th day of AUGUST, 19 97.

** PLEASE MAKE AUGUST 12, 1997, AS THE EFFECTIVE DATE OF THIS CORPORATION

X 

SEAL (Seal)

(Seal)

(Seal)

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

X  Signature

KNOWN TO ME

Form of Identification

Signature

Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that ADRIAN THOMPSON executed these Articles of Incorporation, that I relied upon the form X of identification of the above named person X as indicated opposite each name, and that an oath (was) (was not) taken.

NOTARY RUBBER STAMP SEAL



SHIREEN HETRICK
Notary Public, State of Florida
My Comm. Exp. Feb. 25, 2001
Comm. No. CC 607624

Witness my hand and official seal in the County and State last aforesaid this 12th day of AUGUST, 19 97

Notary Signature



SHIREEN HETRICK

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED

97 AUG 19 AM 11:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROCRETE, INC.
(name of corporation)

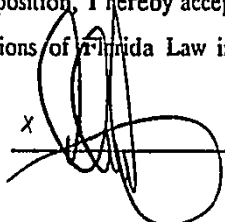
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 770 AIRPORT RD., SUITE 7
ORMOND BEACH, FL 32174

has named ADRIAN THOMPSON
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

X 
(registered agent)