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KURTZ ACCOUNTING SERVICE, INC.

13205 U.S. HIGHWAY ONE
SUITE 500
JUNO BEACH, FL 33408-2242

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone (561) 627-1236
(800) 900-3501
Fax (561) 627-2652
Jack_Kurtz@msn.com

September 25, 1997

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****122.50 ****122.50

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

To Whom it May Concern;

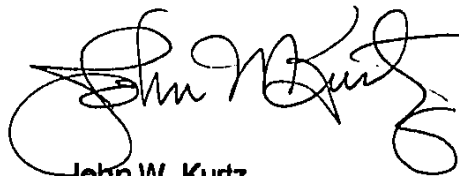
Please see the original and copy of the Articles of Incorporation for:

Professional Real Estate Investments, Inc.

Also enclosed is our check in the amount of \$ 122.50 to cover the charges on the Incorporation of said company.

If there are any questions regarding this application, please call us at the number listed above.

Sincerely



John W. Kurtz

enc:

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation of liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I, NAME

The name of the corporation shall be:

PROFESSIONAL REAL ESTATE INVESTMENTS, INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) Shares of Common Stock of One Dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than One Hundred Dollars (\$100.00).

ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the state of the principal office of the corporation shall be:

**13205 U.S. HWY 1, SUITE 500
JUNO BEACH, FL 33408**

The board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have One Director initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director is:

**Charles Zatrepalak
630 U.S. Hwy, 1, Suite 203
North Palm Beach, Fl 33408**

ARTICLE VIII, INCORPORATOR

The name and address of the Incorporator is :

**Charles Zatrepalak
630 U.S. Hwy 1, Suite 203
North Palm Beach, Fl 33408**

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

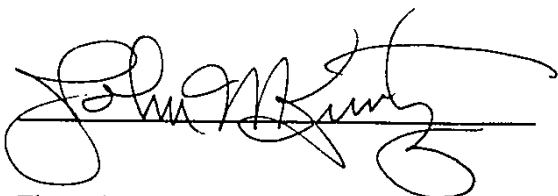
ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may become a Sub-Chapter S Corporation as defined by the Federal Internal Revenue Code.

ARTICLE XII. REGISTERED AGENT AND REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

The Registered Agent, **JOHN W. KURTZ** located at **13205 U.S. Highway One, Suite 500, Juno Beach, Fl. 33408-2242** accepts this position as signed below:

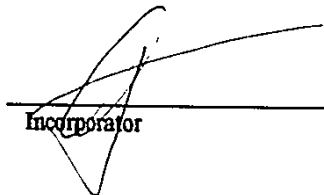
A handwritten signature in cursive script, appearing to read "John W. Kurtz", written over a horizontal line.

The registered Office will be located at:

**13205 U.S. Highway One, Suite 500
Juno Beach, Fl 33408-2242**

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TALLAHASSEE, FLORIDA

In Witness Whereof, the undersigned, as subscribing incorporator, have hereinto set my hand and seal this 25 day of September 1997 for the purpose of forming this Corporation under the laws of Florida and hereby make and file in the office of The Secretary of State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.



Incorporator

State of Florida, County of Palm Beach

Sworn to and subscribed before me

this 25 day of September 1997 by Charles Zatrephalek

Who is personally known to me



JOHN W. KURTZ
COMMISSION # CC 631130
EXPIRES APR 18, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.



Notary Public