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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Pro Forest Products Inc.

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NEW FILINGS	
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: _____

Date: _____

FILED
98 FEB 10 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 FEB 10 PM 3:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PRO FOREST PRODUCTS INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Act hereby adopt the following articles of incorporation:

ARTICLE ONE

Name

The name of the corporation is PRO FOREST PRODUCTS, INC.

ARTICLE TWO

Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE

Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; and any and all such shares so issued, the full consideration for which has been paid or delivered shall be deemed fully paid stock and not liable to any further call or assessments thereof, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE FIVE

The amount of capital with which this corporation may commence business is \$100.00.

ARTICLE SIX

Registered Office

The street address of the initial registered office of the corporation is: 3001 MCSARLANE, 21ST AVE., LAKE CITY, FL. 32025, the mailing address is 3001 Mcsarlane, 21st AV, Lake City, Fl. 32025 and the name of the initial registered agent at such address is Joshua C. Murray. The principal address and registered office address are the same.

ARTICLE SEVEN

Directors

The number of directors of this Corporation shall not be less than one (1), nor more than five (5), but the number of such directors shall be subject to change as the By-Laws of this Corporation may, from time to time, provide.

The names and street addresses of the initial directors of this Corporation, who shall hold office for the first year or until successors or successors are elected and have qualified shall be:

Name	Address
JOSHUA C. MURRAY	3001 MCSARLANE, 21ST AVE. LAKE CITY, FL. 32025

ARTICLE EIGHT

Incorporator

The names and addresses of the incorporator is Joshua C. Murray, 3001 Mcsarlane 21st Ave., Lake City, Fl. 32025

ARTICLE NINE

Commencement of Existence -----

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

ARTICLE TEN

Amendment -----

This Certificate of Incorporation may be amended as provided by Statute by the Stockholders of this Corporation.

ARTICLE ELEVEN

Pre-emptive Rights -----

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of 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 of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive 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.

ARTICLE THIRTEEN

Commencement of Existence

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge the forgoing Certificate of Incorporation, this 5 day of Feb, 1998.

Joshua C. Murray
Joshua C. Murray
Incorporator

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, JOSHUA C. MURRAY, do accept the designation of Resident Agent by PRO FOREST PRODUCTS INC. as indicated by signature below.

Joshua C. Murray
JOSHUA C. MURRAY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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