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March 3, 1998

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*****78.75 *****78.75

Sandra B. Mortham, Secretary of State
Division of Corporations
New Filings Section
Tallahassee, Florida 32399-3680

Re: PROACTIVE CONCEPTS, INC.

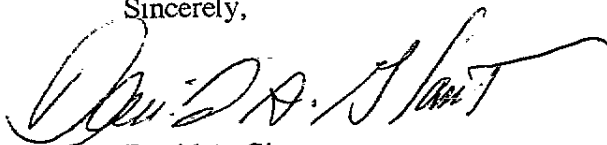
Dear Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for PROACTIVE CONCEPTS, INC., together with our check in the amount of \$78.75 for the filing fee, registration of the resident agent, and a certificate of filing.

When the filing of this new corporation has been completed, please return the Articles of Incorporation and certificate of filing to the undersigned at the address listed above.

Thank you for your attention.

Sincerely,



David A. Glant

DAG:scp
Enclosures

FILED
98 MAR -6 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 3/9/98

ARTICLES OF INCORPORATION
OF
PROACTIVE CONCEPTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: **PROACTIVE CONCEPTS, INC.**

The principal place of business of this corporation shall be: 5400 N. W. 39th Avenue, #EE 298, Gainesville, FL 32606.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or 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.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is 500 shares with a \$1.00 (one dollar) par value.

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V OFFICERS & DIRECTORS

The names and addresses of the initial officers who shall hold office the first year of the corporation's existence or until their successors are elected are:

Robert M. Rogers, Jr., President
5400 N. W. 39th Avenue #EE 298
Gainesville, FL 32606

Kelly Rogers, Vice President
5400 N. W. 39th Avenue #EE 298
Gainesville, FL 32606

ARTICLE VI INCORPORATORS

The names and street addresses of the incorporators to this articles of incorporation are:

Robert M. Rogers, Jr.,
5400 N. W. 39th Avenue #EE 298
Gainesville, FL 32606

Kelly Rogers
5400 N. W. 39th Avenue #EE 298
Gainesville, FL 32606

ARTICLE VII CLASSES OF STOCK

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust qualified under the Internal Revenue Code to hold stock of a Sub S Small Business Corporation.

ARTICLE VIII RESTRICTIONS ON STOCK TRANSFER


1. No stockholder shall have the right to sell, assign, pledge and encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty days from the date of signed receipt. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he sees fit, but only to such persons who are authorized by the Internal Revenue Code as stockholders in a Sub S Small Business Corporation.

2. On the death of any stockholder, the corporation shall have the right to purchase all shares that were owned by such stockholder immediately prior to his / her death on terms set forth above and as further detailed in the Bylaws. This provision shall be binding on the executor, administrator or personal representative of each stockholder.

3. Each share certificate issued by the corporation shall have printed or stamped thereon the following.

THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3rd day of March, 1998.


Robert M. Rogers, Jr., Incorporator

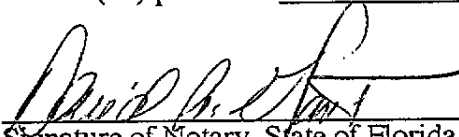

Kelly Rogers, Incorporator

Articles of Incorporation
Proactive Concepts, Inc.

STATE OF FLORIDA
COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me this 3rd day of March, 1998,
by Robert M. Rogers, Jr. and Kelly Rogers, his wife, who

- () are personally known to me.
(☒) produced a current Florida driver's license as identification.
() produced _____ as identification.


Signature of Notary, State of Florida




REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is **PROACTIVE CONCEPTS, INC.**
2. The name and address of the registered agent and office is:

Robert M. Rogers, Jr.
5400 N. W. 39th Avenue, #EE 298
Gainesville, FL 32606

SIGNATURE: 
Robert M. Rogers, Jr., President

DATE: 3/3/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: 
Robert M. Rogers, Jr.

DATE: 3/3/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED