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CORRESPONDING OFFICE

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CORRESPONDING OFFICE

One Gateway Center
Suite 2600
Newark, New Jersey 07102

March 24, 1998

TRANSMITTAL LETTER

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

000002472130--0
-03/30/98--01061--010
*****70.00 *****70.00

SUBJECT: Pro Galaxy, Inc.

Enclosed please find the original Articles of Incorporation for Pro Galaxy, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent. Also enclosed is a photocopy of the Articles of Incorporation and a stamped self-addressed envelope. Please return this to me along with the filing date stamped on it.

Thank you,


MICHAEL I. SANTUCCI, ESQ.

Michael I. Santucci, Esq.
2455 East Sunrise Blvd., Suite 410
Fort Lauderdale, FL 33304
Telephone: (954) 561-0001
Florida Bar No. 0105260

FILED
98 MAR 30 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 1 1998

ARTICLES OF INCORPORATION

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 the corporation shall be: Pro Galaxy, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

22169 Boca Rancho Drive, No.: B, Boca Raton, Florida 33428

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

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ARTICLE IV PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V RESTRICTIONS ON TRANSFER OF SHARES

No shares shall be issued or transferred without the express approval of the board of directors.

ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors are elected and qualified is:

Stuart Katcher
22169 Boca Rancho Drive
No.: B
Boca Raton, FL 33428

ARTICLE VII INITIAL REGISTERED AGENT/ADDRESS

The name and address of the initial registered agent is:

Michael I. Santucci, Esq.
INTERNATIONAL BUILDING
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of

Incorporation is:

Stuart Katcher
22169 Boca Rancho Drive
No.: B
Boca Raton, FL 33428

The undersigned incorporator has executed these Articles of Incorporation
this 24th day of March, 1998.

DATE



STUART KATCHER

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO FL. STAT. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Pro Galaxy, Inc.

2. The name and address of the registered agent is:

Michael I. Santucci, Esq.
INTERNATION BUILDING
2455 East Sunrise Boulevard
Suite 410
Fort Lauderdale, FL 33304

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

3/24/98
DATE


MICHAEL I. SANTUCCI, ESQ.

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