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Buchanan Ingersoll
PROFESSIONAL CORPORATION

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Attorneys

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NationsBank Tower
100 S.E. Second Street, Suite 2950
Miami, FL 33131-2150

Telephone: 305-347-4080
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April 27, 1998

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

Re: **PROPROJECTS, INC.**

Dear Sir/Madam:

Enclosed are an original and one copy of Articles of Incorporation for new corporation Proprojects, Inc. Also enclosed is a check for the filing fee in the amount of \$122.50. I would appreciate receiving a certified copy of the Articles of Incorporation upon filing same with your department.

Thank you for your attention to this matter.

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-05/08/98--01068--011
****122.50 ****122.50

Very truly yours,



WILLIAM E. DAVIS

FILED
98 MAY -8 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/12/98

ARTICLES OF INCORPORATION
OF
PROPROJECTS, INC.

FILED
98 MAY -8 PM 12: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be PROPROJECTS, INC.

The address of the principal office of this corporation shall be 2100 NationsBank Tower, 100 Southeast Second Street, Miami, FL 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2100 NationsBank Tower, 100 Southeast Second Street, Miami, FL 33131, and the name of the initial registered agent of the corporation at that address is William E. Davis, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. INCORPORATOR

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

Evelyn I. Pannone
5880 S. W. 99th Terrace
Miami, FL 33156

ARTICLE VII. NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors of this corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until her successor is elected is as follows:

Evelyn I. Pannone
5880 S. W. 99th Terrace
Miami, FL 33156

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of April, 1998.

By: Evelyn I. Pannone
EVELYN I. PANNONE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: WILLIAM E. DAVIS, ESQ. IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, F.S.

DATED: 4-24, 1998.

By: William E. Davis
WILLIAM E. DAVIS ESQ.
Registered Agent

FILED
98 MAY -8 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA