

S. ALAN STANLEY
ATTORNEY AT LAW
Coconut Grove Bank Building
2701 S. Bayshore Drive, Suite 402
Coconut Grove, Florida 33133

PHONE (305) 859-8892
FAX (305) 858-9535

May 20, 1998

100002536251--7
-05/27/98--01031--005
*****70.00 *****70.00

Florida Secretary of State
Division of Corporations
Box 6327
Tallahassee, Florida 32314

CERTIFIED MAIL/RETURN RECEIPT

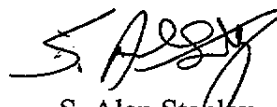
Re: Pro Super Stars, Inc.

Dear Sirs:

Enclosed you will please find this firm's check number 2409 in the amount of \$70.00 for the filing of the enclosed Articles of Incorporation, a conformed copy for my records, and a registered agent designation.

Thank you for your cooperation in advance.

Very truly yours


S. Alan Stanley

SAS:la
Encl.

FILED
98 MAY 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten: 2/10/98
5/30/98

Handwritten: 5

ARTICLES OF INCORPORATION

OF

PRO SUPER STARS, INC.

FILED
98 MAY 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the sole subscriber to the Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - TERM:

The corporation shall have perpetual existence.

ARTICLE II - NAME:

The name of the corporation shall be Pro Super Stars, Inc.

ARTICLE III - PURPOSE:

The purpose for which the corporation is formed, the nature of its' business, and objectives to be carried on and promoted by it are as follows to wit:

a). To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act and under the laws of the United States of America.

b). To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the objectives of the above stated purpose.

ARTICLE IV - CAPITAL STOCK:

The maximum number of shares that this corporation is to have outstanding at any point in time is one hundred (100) of common stock, having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL BUSINESS ADDRESS:

The initial address of the principal office of the corporation shall be located at 12249 S.W. 130 Street, Miami, Florida 33186.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE:

The registered agent for the corporation shall be S. Alan Stanley, Esq., and the registered agent's office shall be located at 2701 South Bayshore Drive, Suite 402, Miami, Florida 33133 or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in

accordance with the procedures as prescribed by the Florida Corporation Act.

ARTICLE VII - DIRECTORS:

Initially, the corporation shall have one (1) Director. The corporation shall have no less than one (1) director nor more than seven (7) directors as set forth in the Bylaws of the Corporation. The number of directors of the corporation may be increased from time to time, pursuant to the prescribed procedures as set forth in the Bylaws.

ARTICLE VIII - FIRST BOARD OF DIRECTORS:

The first Board of Directors of this corporation, their names and street addresses as stated below shall hold office until their successors have been elected and qualified, subject to these Articles of Incorporation and Bylaws of this corporation in addition to the laws of the State of Florida to wit:

DIRECTOR: Jack Kantrowitz

ARTICLE IX - INITIAL OFFICERS:

The initial officers of the corporation, their names and street addresses as stated below shall hold office until their successors have been elected and qualified, subject to these Articles of Incorporation and Bylaws of this corporation in addition to the laws of the State of Florida, to wit:

PRESIDENT: Jack Kantrowitz

VICE PRESIDENT: Timothy Hardaway

SECRETARY: Jack Kantrowitz

TREASURER: Timothy Hardaway

ARTICLE X - SUBSCRIBER:

The name and street address of the subscriber to these Articles of Incorporation is to wit: S. Alan Stanley, Esq., 2701 South Bayshore Drive, Suite 402, Miami, Florida 33133.

ARTICLE XI - TELEPHONE MEETING:

Members of the Board of Directors, or of any executive committee thereof, shall be deemed to be present at any meeting of such board or executive committee if a conference of such meeting is held through the use of a telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time through such devices.

ARTICLE XII - AMENDMENTS:

These Articles of Incorporation and the Bylaws of the corporation shall only be amended, modified or repealed upon the vote of at least fifty one percent (51 %), of the shareholders of this corporation entitled to vote thereon.

ARTICLE XIII - CONTRACTS:


No contracts between this corporation another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers, directors or shareholder of this corporation may be an officer, director or shareholder of, or have any other interest in said other corporation or entity, or by reason of the fact that one or more of the officers, directors or shareholders of this corporation may be the other individual or entity contracting with this corporation.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS:

Every officer and director, now or hereinafter serving in such capacity, shall be indemnified and held harmless by the corporation for all claims and liabilities to third person(s) arising out of this cooperation, including but not limited to, any judgment, award, settlement, reasonable attorney's fees and other costs and expenses in connection with the defense of or any actual or threatened action, proceedings or claims, except those claims and liabilities which arise out of the fraud, wilful misconduct or gross negligence of such officer or director.

Further, the officers and directors of the corporation shall not have any liability to the corporation, or any shareholder of the corporation, for any loss suffered by the corporation arising out of any action or inaction as such officer or director, unless such action or inaction of such officer or director was performed or admittedly fraudulent or in bad faith or constituted wanton and willful misconduct or gross negligent of such officer or director's duties. The foregoing rights of indemnification and limitation of liability shall be in addition and not exclusive to the rights of which each such officer or director may be entitled to under the law and Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation for the purposes as expressed therein, this 20th day of May, 1998.



S. Alan Stanley Esq., Subscriber

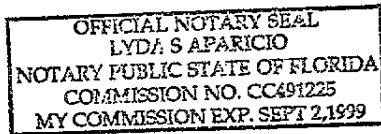
STATE OF FLORIDA

) SS

COUNTY OF DADE

BEFORE ME, this day personally appeared S. Alan Stanley, Esq., who is personally known to me, that he has executed the foregoing Articles of Incorporation for the purposes as expressed therein.

IN WITNESS WHEREOF I hereby set my hand and seal this 20th day of May, 1998.



Sydney Robinson
NOTARY PUBLIC
State of Florida at Large

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Article of Incorporation, I by these presents hereby agree to accept to act in such capacity and agree to comply with the provisions of said act, relative to keeping the office of the registered agent open during the hours prescribed by the Florida Statutes.

S. Alan Stanley, Esq.
Registered Agent

FILED
98 MAY 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA