

JUN- 2-98 TUE 12:28 PM

P. 1

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TSX83X98 FLORIDA DIVISION OF CORPORATIONS
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((H98000010288 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: PROTUFF SOUTHEAST, INC. AUDIT NUMBER.....H98000010288 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
\$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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98 JUN -2 PM 3:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bm 6/2/98

JUN- 2-98 TUE 12:29 PM
H98000010288

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ARTICLES OF INCORPORATION
OF
ProTuff Southeast, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE - Name

The name of this Corporation is ProTuff Southeast, Inc.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV -Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:
1655 Eastlake Way, Weston, Fl. 33326 and the name of the initial
registered agent of this corporation is: WILLIAM T. SMITH, his
address is 1655 Eastlake Way, Weston, Fl. 33326.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director initially. The number
of Directors may be either increased or diminished from time to time
by the ByLaws, but shall never be less than one. The name and
address of the initial Director of this corporation is:

THIS DOCUMENT PREPARED BY:
DAVID R. FARBERSTEIN, ESQ.
2765 W. Cypress Creek Rd.
Ft. Lauderdale, Fl. 33309
Fla. Bar No. 198989
954-977-7801

H98000010288

WILLIAM T. SMITH

1655 Eastlake Way
Weston, Fl. 33326

ARTICLE VII - Incorporator.

The name and address of the persons signing these Articles is:

WILLIAM T. SMITH

1655 Eastlake Way
Weston, Fl. 33326

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 1 day of June, 1998.


WILLIAM T. SMITH

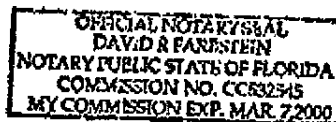
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, WILLIAM T. SMITH, known by me to be the person who executed the foregoing Articles of Incorporation. Further, said individual furnished the following type of identification to the undersigned, to-wit: Personal Knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1 day of June, 1998.


NOTARY PUBLIC

My Commission Expires:



H980000/02-88


**CERTIFICATE DESIGNATING CHANGE OF PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

PURSUANT TO Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST: That ProTuff Southeast, Inc. is qualified to do
business under the laws of the State of Florida with its principal
office at: 1655 Eastlake Way, Weston, Florida 33326 and has
appointed WILLIAM T. SMITH of 1655 Eastlake Way, Weston, Florida
33326 as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation, a place designated in this certificate, I am familiar
with, and hereby accept the duties and responsibilities as registered
agent for said corporation and agree to comply with the provisions of
said Act relative to keeping open said office.



WILLIAM F. SMITH
Resident Agent

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