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DENISE A. D. DUMORNAY, ESQ.
4024 N.W. 73rd Way
Coral Springs, Florida 33065
(954) 753-2125

July 6, 1998

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

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-07/13/98--01032--011
****122.50 ****122.50

RE: PRO ACT ENTERPRISES, INC.

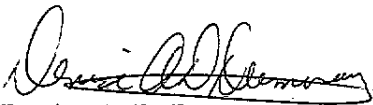
Dear Department of State:

Enclosed is an original and one copy of the Articles of Incorporation for the above proposed corporation. Also, enclosed is a check in the amount of \$122.50 in payment of the following fees:

Filing Fee - Articles	\$35.00
Registered Agent Fee	35.00
Certified Copy	52.50
<hr/>	
Total	\$122.50

Please file the original Articles of Incorporation and return a certified copy of the Articles to me at the above address.

Sincerely,



Denise A. D. Dumornay
Attorney

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 8:04

RP
07-15-98

**ARTICLES OF INCORPORATION
OF
PRO ACT ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 8:04

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of becoming a Corporation under the laws of the State of Florida, and do make, subscribe, acknowledge, and file with the Secretary of State the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be PRO ACT ENTERPRISES, INC.

ARTICLE II

The principal office for the transactions of the business of this Corporation shall be located in the County of Broward, State of Florida. The initial business address of the Corporation shall be 161 N.E. 38th Street, Fort Lauderdale, Florida 33309.

ARTICLE III

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE IV

The general purposes for which the Corporation is being formed are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

1. To engage in small business or management and production and to conduct any and all other lawfully authorized business associated with the same.
2. To acquire and maintain by purchase, lease, gift, device or otherwise all kinds and classes of real, personal or mixed property.
3. To borrow money in such amounts and for such periods of time and upon such terms and conditions as may be considered for the best interest of the Corporation, and to make, execute and deliver such promissory notes, bonds, and other evidence of indebtedness, with or without security, and to make, execute and deliver all necessary, proper or required deeds, conveyances, mortgages, or other instruments securing the payments of the said indebtedness.
4. To do any and all things needful and necessary to be done, which are lawful, in connection with the above objects.

ARTICLE V

The Corporation shall have all powers conferred by the laws of Florida for profit corporations.

ARTICLE VI

The aggregate number of shares which the corporation is authorized to issue is Fifty Thousand (50,000). Such shares shall be of a single class.

ARTICLE VII

The Officers of the Corporation shall be a President, Vice-president, Secretary and Treasurer. The names of the initial Officers who shall serve until the first election under the Articles of Incorporation are as follows:

<u>Names</u>	<u>Titles</u>
Bennett Doreus	President
Jean Claude Fils-Aime	Vice-president
Sherlin Bien-Aime	Secretary
Ernst Jean	Treasurer

ARTICLE VIII

The Corporation shall consist of an initial Board of Directors of twelve (12) members. The number of Directors herein provided may be changed by a by-law duly adopted, but shall not be less than one (1). The Directors shall be elected and hold office in accordance with the Bylaws.

The names and addresses of the initial Directors who, shall serve until the selection of their successors are:

<u>Names</u>	<u>Addresses</u>
Bennett Doreus	256 S.E. St. Lucie Boulevard #204 Stuart, Florida 34996
Jean Claude Fils-Aime	161 N.E. 38th Street Fort Lauderdale, Florida 33309
Sherlin Bien-Aime	408 N.W. 30th Court Apt. # 202 Pompano Beach, Florida 33064
Ernst Jean	6241 S.E. 8th Court North Lauderdale, Florida 33068

Emmanuel Cesar	22672 S.W. 65th Way Boca Raton, Florida 33428
Benoit Chevalier	611 N.W. 13th Street Fort Lauderdale, Florida 33311
Clautaire Pierre	9670 N.W. 24th Street Sunrise, Florida 33322
Carmin Maurice	3132 N.W. 122nd Terrace Sunrise, Florida 33323
Brunel Bataille	410 N.E. 160th Terrace N. Miami Beach, Florida 33162
Arnold Eugene	1235 West River Drive # 4 Margate, Florida 33063
Elie Jean Pierre	2517 S.W. 6th Court Fort Lauderdale, Florida 33312
Louis Josue	989 N.W. 28th Street Miami, Florida 33127

ARTICLE IX

The Registered Agent of the Corporation shall be Jean Claude Fils-Aime and the location of the Registered Office of the Corporation shall be 161 N.E. 38th Street, Fort Lauderdale, Florida 33309.

ARTICLE X

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Bennett Doreus	256 S.E. St. Lucie Boulevard # 204 Stuart, Florida 34996


IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation has instituted these Articles of Incorporation this 29 day of June, 1998.


BENNETT DOREUS
FL DCLIC D620060584460

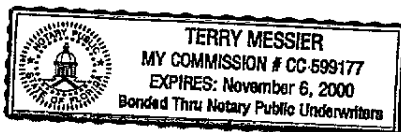
STATE OF FLORIDA)
COUNTY OF Martin) SS

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, BENNETT DOREUS, known to me and known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29 day of June, 1998.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the Corporation is:

PRO ACT ENTERPRISES, INC.

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

Jean Claude Fils-Aime
161 N.E. 38th Street
Fort Lauderdale, Florida 33309

SIGNATURE


BENNETT DOREUS
PRESIDENT

DATE

6-21-98

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE


JEAN CLAUDE FILS-AIME

DATE

6-21-98

98 JUL 13 AM 8:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS