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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
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EFFECTIVE DATE  
8-3-98

NAME: PRO-ONE, INC.

AUDIT NUMBER.....H98000014379

DOC. TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....6

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE  
8-3-98

PRO-ONE, INC.

The undersigned parties to these Articles of Incorporation, are natural persons competent to contract, hereby for and incorporate a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be :PRO-ONE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 472 S.W. 125TH TERRACE, FT. LAUDERDALE, Florida 33325.

ARTICLE III CAPITAL STRUCTURE

The Corporation is authorized to issue five thousand shares of Common Stock, each share having a Par Value of one dollar.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is :  
LISE KEPHART, 472 S.W. 125TH TERRACE, FT. LAUDERDALE, FLORIDA  
33325.

Prepared by: Gary McClain, 1470 S.W. 19th Avenue  
Ft. Lauderdale, Florida 33312  
(954) 525-6928

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ARTICLE V INCORPORATIONS

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

LISE KEPHART  
472 S.W. 125TH TERRACE  
FT. LAUDERDALE, FLORIDA 33325

The undersigned has executed these Articles of Incorporation

*Lise Kephart*-----  
Signature/Title

ARTICLE VI - PURPOSE

The Corporation is organized for the following purposes:

1. For the purpose of transacting any and all lawful business permitted under the Laws of the United States and of the State of Florida.
2. For the purpose of engaging in any one or more of the acts and things herein set forth.

ARTICLE VII - VOTING RIGHTS

Except as otherwise provided by the law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of Common Stock.

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ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind as that which he already holds, shall have the right to purchase his prorated share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall have (1) Director initially name and address of the initial director of this Corporation is:

LISE KEPHART  
472 S.W. 125TH TERRACE  
FT. LAUDERDALE, FLORIDA 33325

ARTICLE X - LENGTH OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law. Corporate existence shall commence on the date these Articles are executed.

ARTICLE XI - OFFICERS

The corporation shall have a President and a Secretary-Treasurer, and such other and/or additional officers as may be created from time to time by, and authorized by, its Bylaws. IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3 day of August, 1998.

Lise Kephart  
(SEAL)

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TALLAHASSEE FLORIDA

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 office/registered agent, in the state of Florida.

1. The name of the corporation is: PRO-ONE, INC.

2. The name and address of the registered agent and office is: Lise Kephart, 472 S.W. 125th Terrace, Ft. Lauderdale, Florida 33325.

Signature Lise Kephart  
(corporate officer)

Title \_\_\_\_\_

Date \_\_\_\_\_

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Lise Kephart

Date \_\_\_\_\_

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4

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

I HEREBY CERTIFY that on this 3rd day of August 1998,  
personally came and appeared before me, the undersigned  
authoritie, Lise Kephart to me well known, and konwn to me  
to be the person described in and who acknowledged to  
me that she executed the foregoing Certificate of Incorporation  
as her free and voluntary act and deed and for uses and purposes  
expressed therein.

IN WITNESS WHEREFOR, I have hereunto set my hand and seal  
on the day and year first above written.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

5

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