8/28/98

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN PHONE: (305)358-2571

FAX #: (305)358-7832

NAME: THE PRO COVER CORPORATION

AUDIT NUMBER...... 198000016116

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

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ARTICLES OF INCORPORATION FILED

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Article 1: Name of Corporation: THE PRO COVER CORPORATION SECRETARY OF STATE TALLAHASSEE, FLORIDA Address of Corporation: 6278 NORTH FEDERAL HIGHWAY, #335

FORT LAUDERDALE, FL 33308

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100 , with a par value of \$1.00 . (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: SAMMY KAPLETA

REGISTERED OFFICE: 6278 NORTH FEDERAL HIGHWAY, #335

FORT LAUDERDALE, FL 33308

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

08 / 28 / 98 Date Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, second is Vice President, then Secretary/Treasurer.

1. SAMMY KAPLETA, 6278 NORTH FEDERAL HIGHWAY, #335, FORT LAUDERDALE, FL

2.

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

SAMMY KAPLETA

6278 NORTH FEDERAL HIGHWAY, #335

FORT LAUDERDALE, FL 33308

In witness whereof, I have subscribed my name:

Signature of Incorporator

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Mlami, FL 33136, (305) 358-2571