

9/09/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PROSECO, INC.

AUDIT NUMBER.....H98000016800

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name:

The name of this corporation is

Proseco, Inc.

2. Duration:

The period of its duration is perpetual.

3. Purpose:

The purpose is to engage in any activities or business permitted under the laws of the United States of America and Florida.

4. Capital Stock:

The corporation is authorized to issue five hundred (500) shares, all of one class, for cash at a par value of one dollar (\$1.00) per share.

5. Principal Place of Business for this corporation shall be:

120 International Pkwy, Suite 220
Heathrow, FL 32746

6. Initial Board of Directors:

The corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than ONE (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Steven L. Rosner	120 International Pkwy #220 Heathrow, FL 32746
Sandra P. Rosner	120 International Pkwy #220 Heathrow, FL 32746

prepared by:
Steven S Lindenbaum CPA PA
767 S State Rd 7 Suite 24
Margate FL 33068
954-978-5981

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7. Incorporator:

The name and address of the Incorporator signing these Articles of Incorporation is:

NAME
Steven L Rosner

ADDRESS
120 International Pkwy #220
Heathrow, FL 32746

8. Initial Registered Agent & Office:

Steven L Rosner
120 International Pkwy #220
Heathrow, FL 32746

9. Amendment of Articles:

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.

10. Stock Issue:



The capital stock of this corporation shall be issued in the following manner:

Steven L Rosner - Two hundred fifty (250) shares
Sandra P Rosner - Two hundred fifty (250) shares

11. Voting:

One share equals one vote.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Margate, Florida, on the 9th day of September, 1998.


Incorporator

Registered Agent

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

In pursuance of Chapter 607.34 Florida statutes, the
following is submitted, in compliance with said Act:

First-That Proseco, Inc.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Heathrow County MAHARASSEE FLORIDA
(City)
of Seminole, State of Florida has
(County)
named Steven L Rosner
(Name of Registered Agent)
located at 120 International Pkwy #220
(Street address and number of building,
Post Office Box address not acceptable)
City of Heathrow, County of _____
(City)
Seminole, State of Florida, as its agent
(County)
to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate. I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.

By [Signature]
Signature
Registered Agent

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