

P99000009056

Pro Consult Corp.  
8815 Southwest 151 Court  
Miami, FL 33196

January 14, 1999

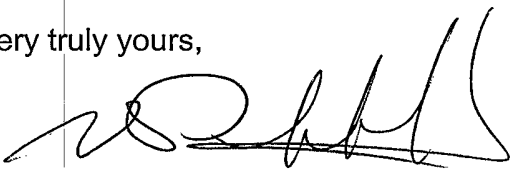
State of Florida  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700002752977--8  
-01/25/99--01047--014  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find the Articles of Incorporation for Pro Consult Corp. and a check in the amount of \$122.50 to cover the filing of these articles.

Very truly yours,

  
Victor Pasalaqua

FILED  
99 JAN 25 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
1-29-99

(5)

**ARTICLES OF INCORPORATION  
OF  
Pro Consult Corp.**

FILED  
99 JAN 25 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **Pro Consult Corp.** under the Florida Business Corporation Act, adopts the following articles of incorporation.

**ARTICLE I - NAME**

The name of the corporation is:

**Pro Consult Corp.**

**ARTICLE II - ADDRESS**

The mailing address of the corporation is:

**8815 Southwest 151<sup>st</sup> Court  
Miami, FL 33196**

**ARTICLE III - COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing these articles of incorporation.

**ARTICLE IV - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

## **ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1 per share.

## **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 8815 Southwest 151<sup>st</sup> Street, Miami, FL 33196 and the name of the corporation's initial registered agent at that address is Victor Pasalaqua.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may either be increased or diminished from time to time as provided in the bylaws, but never be less than one. The name and address of the initial director are:

<b>NAME</b>	<b>ADDRESS</b>
Victor Pasalaqua	8815 Southwest 151 <sup>st</sup> Court Miami, FL 33196

## **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator are:

<b>NAME</b>	<b>ADDRESS</b>
Victor Pasalaqua	8815 Southwest 151 <sup>st</sup> Court Miami, FL 33196

## **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders which specifically provides that the bylaw is not subject to amendment or repeal by the directors.

## ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these articles of incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these articles of incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

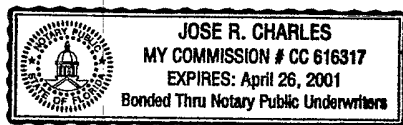
A handwritten signature in black ink, appearing to read 'Victor Pasalaqua', written over a horizontal line.

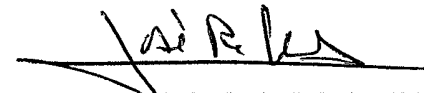
Victor Pasalaqua  
Incorporator

STATE OF FLORIDA       )  
                                      )  
COUNTY OF DADE       )       ss:

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared Victor Pasalaqua known to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed the articles of incorporation.


In witness whereof, I have hereto set my hand and seal in the state and county aforesaid this 20th day of JANUARY, 1999



  
\_\_\_\_\_  
Notary Public

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with and accept the obligations of the position.

  
\_\_\_\_\_  
Victor Pasalaqua

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 25 AM 9:41

FILED