

P99000020265

February 17, 1999

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

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-03/01/99--01129--006
****122.50 *****78.75

Dear Secretary of State

Enclosed find one original and one copy of the Articles of Incorporation of Pro Funding Corp.

Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as Pro Funding Corp. is appreciated.

Respectfully

Kenneth L Bold

Kenneth Bold

World Headquarters
2285 N.W. 150th Street
Miami, FL 33054

FILED
99 MAR - 1 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-4-99

ARTICLES OF INCORPORATION
OF
Pro Funding Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Pro Funding Corp.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) of the par value of dollars (\$ 1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$500.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 2285 NW 150 St, Miami, Fl 33054 and the name of its initial registered agent at such address is Kenneth Bold.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
Kenneth Bold	2285 NW 150 St., Miami, Fl 33054
Janet Bold	2285 NW 150 St., Miami, Fl 33054

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
Kenneth Bold	2285 NW 150 St., Miami, Fl 33054
Janet Bold	2285 NW 150 St., Miami, Fl 33054

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation this 23rd day of
February 1999

Kenneth L. Bold (Seal)

STATE OF FLORIDA)
COUNTY OF Dade) SS

BEFORE ME, a Notary Public authorized to take acknowledgements in
the State and County set forth above, personally appeared

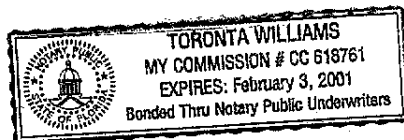
Kenneth L. Bold

known to me and known to be the person(s) who executed the
foregoing Articles of Incorporation, and who acknowledged before me
that he/she/they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my hand and seal, in the State
and County aforesaid, this 23 day of February
1999

Toronta Williams
(Notary Public, State of Florida at Large)

My commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Pro Funding Corp.

Pursuant to Florida Sections 48.091 and 607.034 the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 2285 NW 150 St. Miami, Fl 33054, has named Kenneth Bold located at the aforesaid address, as its Registered Agent to accept service of process within this state. (This is also the corporation's principal address.)

ACKNOWLEDGEMENT

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



Kenneth Bold

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA