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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

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Account Name : EMPIRE CORPORATE KIT COMPANY
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FILED
99 APR -5 PM 4:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PROSPORT MANAGEMENT GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Bm 4/5/99

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ARTICLES OF INCORPORATION

OF

PROSPORT MANAGEMENT GROUP, INC

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is PROSPORT MANAGEMENT GROUP, INC. located at 102 NE 2ND STREET, BOCA RATON, FLORIDA 33432

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 102 NE 2ND STREET, BOCA RATON, FLORIDA 33432 and the name of the initial registered agent of this corporation at that address is MARK FOGLIA

PREPARED BY:

ERIC YANKWITT
1975 EAST SUNRISE BLVD., Suite 522
FT. LAUDERDALE, FLORIDA 33304
(954) 763-2829

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

NAME: MARK FOGLIA

ADDRESS: 102 NE 2ND STREET, BOCA RATON, FLORIDA 33432

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is MARK FOGLIA, 102 NE 2ND STREET, BOCA RATON, FLORIDA 33432

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Day of , 1998


MARK FOGLIA

**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 of the Florida Statutes, the following is submitted, in compliance with said act:

First that PROSPORT MANAGEMENT GROUP, INC. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of BOCA RATON, County of PALM BEACH, State of Florida has named MARK FOGLIA located 102 NE 2ND STREET, BOCA RATON, FLORIDA 33432, county of PALM BEACH, State of Florida, as its agent to accept service of process within the state.

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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 the said act relative to keeping open said office

X By: Mary Foglia
MARK FOGLIA, Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared MARK FOGLIA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 17 day of March, 1999

Elizabeth A. Benusca
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

State of New York
NOTARY PLEASE CHECK ONE:

() PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.

(X) PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION

TYPE: Florida Drivers License

SERIAL TYPE: _____

SERIAL NUMBER: F240-540-55-013-0

ELIZABETH A. BENUSCA
NOTARY PUBLIC, State of New York
Commissioned in Rockland County
0185051149
Commission Expires Oct. 30, 1999

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TALLAHASSEE FLORIDA

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