	TRANS	MITTAL LETTER	BIVISION OF CORE	O F STATE PORATIONS
Department of State Division of Corporation P. O. Box 6327 Tallahassee, FL 32314			99 JUN -7 AM	10: 04
SUBJECT:	GEO PRO (Proposed	corporate name - must include sur	IC,	
Enclosed is an original	and one(1) copy of the	articles of incorporation and	300002896 -05/07/990 *****87.50 a check for :	8433 1125-001 *****87.50
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	S78.75 Filing Fee & Certified Copy ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate of Status	
FROM:	Nai	me (Printed or typed)		
	ROBERT B. ARDE Suite 305 8751 W. Browar Plantation, FL	d Blvd.	-	
		City, State & Zip		

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF

SECRETARY OF STATE DIVISION OF CORPORATIO

GEO PRO A.C.L., INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME:

The name of the corporation is GEO PRO A.C.L., INC.

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be 8751 W. BROWARD BOULEVARD, SUITE 305, PLANTATION, FLORIDA 33324

ARTICLE III - CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, par value \$1.00, having unlimited voting rights and entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS:

The street address of the corporation's initial registered office and the name of its initial registered agent is ROBERT B. ARDEN, ESQ., 8751 WEST BROWARD BOULEVARD, SUITE 305, PLANTATION, FLORIDA 33324.

ARTICLE V - INCORPORATOR:

The name and street address of the incorporator to these Articles of Incorporation is RONALD I. KALL, 8751 W. BROWARD BOULEVARD, SUITE 305, PLANTATION, FLORIDA 33324.

ARTICLE VI - INITIAL OFFICERS/DIRECTORS:

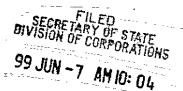
The names and addresses of the initial officers/directors of this corporation are:

RONALD I. KALL, 8751 W. BROWARD BOULEVARD, SUITE 305, PLANTATION, FLORIDA 33324.

JAMES TREDWELL, 5959 WEST CENTURY BOULEVARD, SUITE 786, LOS ANGELES, CALIFORNIA 90045

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of June, 1999.

RONALD I. KALL/ Incorporator



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is GEO PRO A.C.L., INC.
- 2. The name and address of the registered agent and office is:

ROBERT B. ARDEN, ESQ. 8751 W. BROWARD BOULEVARD SUITE 305 PLANTATION, FLORIDA 33324

RONALD I. KALL/INCORPORATOR

Date: 12/18 4, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ROBERT B. ARDEN, ESQ.

Date: 1008 4, 1999