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FILED

99 JUL 15 PM 5:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPLY TO:

P.O. BOX 113009
MIAMI, FL 33111-3009

July 12, 1999

Doris Brown
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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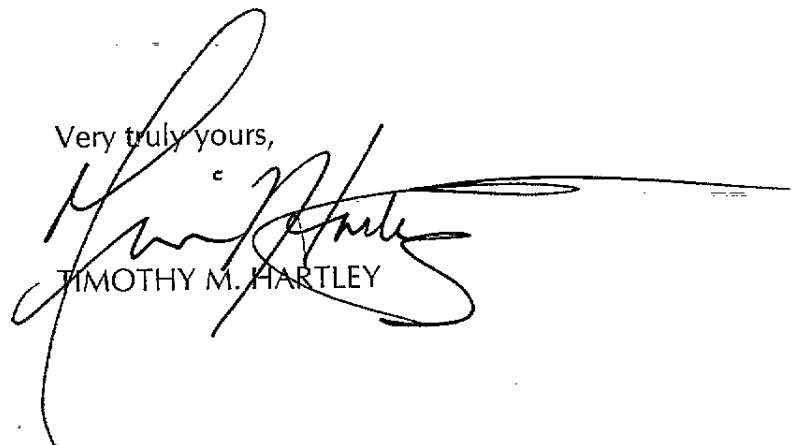
*****78.75 *****78.75

Re: PRESCO, INC.
Ref. No.: W99000014742

As per your request, enclosed is the original and one (1) copy of the Articles of Incorporation; a copy of your letter dated June 24, 1999; and the "Consent to Serve as Registered Agent for Presco, Inc." Should you require anything further, I can be reached at the address listed above.

Thank you for your assistance.

Very truly yours,



TIMOTHY M. HARTLEY

TMH/ddp

encl: as noted

189,2557,611,2551,2550
W/99-14742



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 24, 1999

ADVANCE DEVELOPMENT CORPORATION
433 PLAZA REAL
SUITE 275
BOCA RATON, FL 33432

SUBJECT: PRESCO, INC.
Ref. Number: W99000014742

We have received your document for PRESCO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 699A00033655

ARTICLES OF INCORPORATION
OF
PRESCO, INC.

[ONE CLASS OF STOCK]

FILED
99 JUL 15 PM 5:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be PRESCO, INC.

ARTICLE

II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is one thousand (1,000) shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three (2) directors whose name and addresses are as follows:

Nerea Z. Hartley
3620 San Simeon Circle
Weston, Fl 33331

Timothy M. Hartley
3620 San Simeon Circle
Weston, Fl 33331

ARTICLE X

The initial registered agent of the corporation is TIMOTHY M. HARTLEY, ESQ. The street address of the corporation's initial registered office is: 80 SW 8th St., Suite 2520, Miami, Dade County, FL 33130.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

3620 San Simeon Circle, Weston Fl 33331

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is: Nerea Z. Hartley, 3620 San Simeon Circle, Weston, Fl 33331

The undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1999.


NEREA Z. HARTLEY, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
PRESCO, INC.

FILED
99 JUL 15 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: June 30, 1999


Timothy M. Hartley
Signature of Registered Agent