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Florida Department of State

Division of Corporations

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To:

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

EFFECTIVE DATE7-26-99**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.**PROSERVE 100, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PROSERVE 100, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I
NAME

The name of the corporation shall be PROSERVE 100, INC.

ARTICLE II
DURATION

The corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

This instrument prepared by:
Fredric C. Buresh, Esq.
707 S.E. Third Ave., #600
Ft. Lauderdale, FL 33316
(954) 763-9330
FL Bar No. 167614

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ARTICLE V
PRINCIPAL OFFICE

The principal office of this corporation is at 3344 N.E. 34th Street, Fort Lauderdale, Florida 33308.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 3344 N.E. 34th Street, Fort Lauderdale, Florida 33308 and the name of its initial registered agent at that address is Randy Jesus.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Randy Jesus

3344 N.E. 34th Street
Ft. Lauderdale, FL 33308

ARTICLE VIII
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 his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX
CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his vote by giving one candidate as many votes as the number of Directors at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE X
INDEMNIFICATION

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

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ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

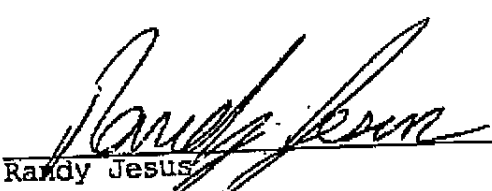
ARTICLE XII
INCORPORATORS

The name and address of the incorporator and the person signing these Articles is:

Randy Jesus

3344 N.E. 34th Street
Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Fort Lauderdale, Florida, this 26th day of July, 1999.


Randy Jesus

STATE OF FLORIDA
SS.
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 26th day of July, 1999, by Randy Jesus, who is personally known to me or who has produced identification as shown below and did take an oath.

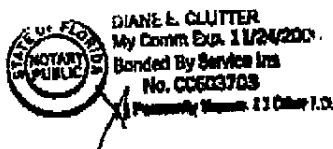
Sworn to and subscribed before me on the day and year above written.


Notary Public, State of Florida

(Print Name Here)

My Commission Expires:

Identification produced:



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CERTIFICATE DESIGNATING 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 607.034 Florida Statutes, the following is submitted in compliance with said Act:

First that Proserve 100, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 3344 N.E. 34th Street, Fort Lauderdale, Florida 33308, County of Broward, State of Florida, has named Randy Jesus, located at 3344 N.E. 34th Street, Ft. Lauderdale, Florida 33308, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By


Randy Jesus,
Registered Agent

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