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Scott D. Devore
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OF COUNSEL
Alfred Zucaro, Jr.

July 19, 1999

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Re: PRO.INTELLIGENCE.COM, INC.
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the following:

- o Articles of Incorporation for PRO.INTELLIGENCE.COM, INC.
(original and one copy); and
- o Our check in the amount \$78.75 covering the following:
 - a. Filing fee;
 - b. Registered Agent designation; and
 - c. Certified copy fee.

Please be so kind as to file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the self-addressed, stamped envelope provided for your convenience. Your prompt attention to this matter is appreciated.

Sincerely,

Scott D. Devore
SCOTT D. DEVORE

SDD/irm
Enclosures

FILED
99 JUL 21 PM 6:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PRO.INTELLIGENCE.COM, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is: PRO.INTELLIGENCE.COM, INC.

ARTICLE II - DURATION

This Corporation shall commence its existence on the date of filing these Articles with the Secretary of State and shall exist perpetually hereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States, the State of Florida, or any other State, Province, Territory or Nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, property (real or personal) or labor or services of just valuation to be fixed by the Board of Directors.

ARTICLE V - CUMULATIVE VOTING

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all of their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

ARTICLE VI - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

**ARTICLE VII - INITIAL REGISTERED OFFICE,
AGENT, AND PRINCIPAL PLACE OF BUSINESS**

The street and mailing address of the initial registered office and principal place of business of this Corporation is 2800 North Flagler Drive, Suite 301, West Palm Beach, Florida 33407, and the initial registered agent of this Corporation at such office shall be Eric Suberville who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - BOARD OF DIRECTORS

A Director is not required to be a resident of the State of Florida or a Shareholder of the Corporation.

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Eric Suberville	2800 North Flagler Drive Suite 301 West Palm Beach, Florida 33407

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and Shareholders.

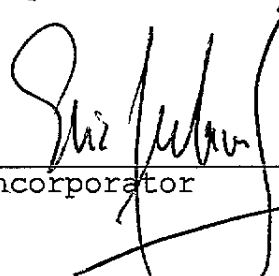
ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law either now existing or hereafter enacted. The private property of the stockholders cannot be subject to the payment of the corporate debts except as otherwise required by law.

ARTICLE XII - AMENDMENTS

Any provision of these Articles of Incorporation or any amendment to them may be amended or repealed by vote of the Shareholders.

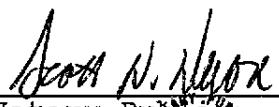
IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of July 1999.




Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of the PRO.INTELLIGENCE.COM INC., were acknowledge before me this 16th day of July 1999 by Eric Suberville, as Incorporator.



Notary Public



SCOTT D DEVORE
My Commission CC551690
Expires Apr. 30, 2000

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PRO.INTELLIGENCE.COM INC., at the place designated in the Articles of Incorporation, Eric Suberville agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date:

July 16th - 1999


Eric Suberville

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA