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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/12/99--01025--014
*****78.75 *****78.75

SUBJECT: PRO.OPT, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75 – Filing Fee & Certificate of Status

FROM: Harold O. Brewster
601 Beachwalk Circle #L204
Naples, FL 34108-8728

941-591-8126

FROM: Robert J. Hainsworth
381 Hidden Valley Drive
Naples, FL 34113-7621

941-793-5747

FILED
99 NOV 12 PM 12:11
TALLAHASSEE, FLORIDA

AKA 11/12/99

ARTICLES OF INCORPORATION

OF

PRO.OPT, INC.

KNOW ALL MEN BY THESE PRESENTS:

That We, Harold O. Brewster and Robert J. Hainsworth, the undersigned, have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the state of Florida, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of the proposed corporation is **PRO.OPT, INC.**

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

The type, amount and value of the capitol stock of this corporation is: 100 shares at a par value of \$1.00.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The post office address of the principal office of the corporation is:

381 Hidden Valley Drive

Naples, FL 34113

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TALLAHASSEE, FLORIDA

ARTICLE VI

The number of directors of the corporation shall not be less than one (1).

ARTICLE VII

The names of the first officers are:

Robert J. Hainsworth	President	Whose address is 381 Hidden Valley Drive Naples, FL 34113-7621
Harold O. Brewster	Vice President	Whose address is 601 Beachwalk Circle Apartment L-204 Naples, FL 34108-8728
Harold O. Brewster	Treasurer	Whose address is 601 Beachwalk Circle Apartment L-204 Naples, FL 34108-8728
Robert J. Hainsworth	Secretary	Whose address is 381 Hidden Valley Drive Naples, FL 34113-7621

ARTICLE VIII

The names of the first directors are:

Harold O. Brewster	Whose address is: 601 Beachwalk Circle Apartment L-204 Naples, FL 34108-8728
Robert J. Hainsworth	Whose address is: 381 Hidden Valley Drive Naples, FL 34113-7621

ARTICLE IX

The name and Florida street address of the initial registered agent is:

Harold O. Brewster

Whose address is: 601 Beachwalk Circle
Apartment L-204
Naples, FL 34108-8728

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.

Harold O. Brewster
Signature/Registered Agent

11/9/99
Date

ARTICLE X

The undersigned being the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation, to do business within and without the state of Florida, and pursuant to the laws of the State of Florida, do make these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinbefore set forth, and accordingly have hereunder set their hands and seals, this 9 day of November, 1999.

Wendy Camacho
Witness

Harold O. Brewster
Harold O. Brewster

Wendy Camacho
Witness (printed/typed)

Wendy Camacho
Witness

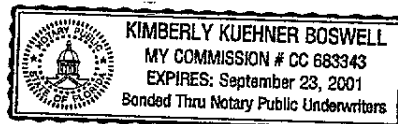
Wendy Camacho
Witness (printed/typed)

Robert J. Hainsworth
Robert J. Hainsworth

STATE OF FLORIDA)
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Harold O. Brewster and Robert J. Hainsworth to me well known to be persons described herein and/or who produced Fl. Driver's Lic. as identification and who did/did not take oaths and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County aforementioned this 9 day of November, 1999.



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