

PO000022179

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LAZARUS CORPORATE FILING SERVICE, INC.
(Requestor's Name)

3320 S.W. 87th AVENUE
(Address)

MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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00 MAR -3 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- PROKONSULT BUSINESS ADMINISTRATION
(Corporation Name) (Document #)
- COMPANY
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time 2.06 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

00 MAR -3 AM 11:00
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

3/3

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
"PROKONSULT BUSINESS ADMINISTRATION COMPANY."

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00 MAR - 3 PM 12:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a natural person acting as incorporator of a corporation formed according to the Florida Business Corporation Act, of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE "I"
NAME

The name of the corporation is PROKONSULT BUSINESS ADMINISTRATION COMPANY, hereinafter named simply "Corporation".

ARTICLE "II"
ADDRESS AND REGISTERED OFFICE

The initial, principal and registered address where the Corporation will conduct its business is:

3739 NE – 214th Street
Aventura, FL 33180-4016

ARTICLE "III"
DURATION

The Corporation shall have perpetual existence, unless sooner dissolved according to pertinent Law(s) of the State of Florida.

ARTICLE "IV"
PURPOSE

The purpose or purposes, and the nature of business and objects for which the Corporation is organized are:

- a.) To provide accounting, finance, marketing, and administration services and professional consultancy related to these business activities to natural persons, firms, associations, and corporations of any kind or nature, either in the United States of America and/or in any foreign countries;
- b.) To act as commissionable agents or representatives on its own account or on account of other persons, firms, associations or corporations, either domestic or foreign, for the purchasing, sale, renting, leasing, shipping and freight-forwarding of goods, equipments, wares, merchandise, and tangible and intangible assets of any nature;
- c.) To act as commissionable agents or representatives on its own account or on account of other persons, firms, associations or corporations, either domestic or foreign, for the purchasing, sale, renting, leasing, and subcontracting of professional services of any nature;
- d.) To engage in and carry on any other purposes which may conveniently and consistently be conducted in conjunction with any of the purposes of the Corporation;
- e.) To employ such persons as it deems necessary and proper to carry out these purposes;

Articles of Incorporation – Prokonsult (continued)

f.) To acquire, rent, or lease personal and real property, as it deems necessary to carry on these purposes;

g.) To acquire all or any part of the goodwill, rights, property, and business of any person, firm, association, or corporation heretofore and hereafter engaged in any activity similar to or in furtherance of any purposes which the Corporation has the power to conduct, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights, property, and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation;

h.) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which are or may seem capable of being used for any of the purposes of the Corporation, and to use, exercise, develop, grant licenses and franchises in respect of, sell, and otherwise turn to account, the same;

i.) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and in carrying on its purposes and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any power suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes;

j.) To carry out all or any part of the aforesaid objects and purposes, and to conduct its activities in all or any part of its branches, in any or all states, territories, districts, and possessions of the United States of America and in foreign countries, and to maintain offices and agencies in the aforesaid jurisdictions;

k.) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of indebtednesses as these may be desirable or required;

l.) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any person, firm, association, or corporation, or by any state or government, domestic or foreign, and while owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote stock;

m.) To purchase, hold and reissue any of the shares of its capital stock according to pertinent laws of the State of Florida.

n.) The Corporation may invest cash, valuables or funds of any other nature in the acquisition of real estate properties of any kind or nature, in any or all states, districts, territories and possessions of the United States of America, or in any foreign countries, either for purposes of simple investment, own use, renting, leasing, reselling or any other use as permitted by law;

o.) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes;

p.) The Corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon corporations of similar character by the Laws of the State of Florida now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred;

Articles of Incorporation – Prokonsult (continued)

ARTICLE "V"
CAPITAL STOCK

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized and issued is as follows:

<u>Number of Authorized Shares</u>	<u>Number of Issued Shares</u>	<u>Par Value Each Share</u>	<u>Class of Stocks</u>
7500	50	\$ 100.00	Common

ARTICLE "VI"
INDEMNIFICATION

The Corporation shall indemnify and may advance expense funds to its directors, officers, and agents for any liability to which these may be subject as a result of the performance of their duties on behalf of the Corporation.

ARTICLE "VII"
INCORPORATOR

The name and address of the Incorporator is:

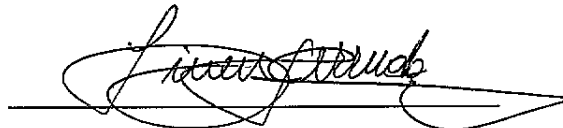
Lineu J. Arruda
S.S. # 591-56-6223
3739 NE – 214th Street
Aventura, FL 33180-4016

ARTICLE "VIII"
REGISTERED AGENT

The name and address in the State of Florida of this Corporation's initial agent for service of process is:

Lineu J. Arruda
S.S. # 591-56-6223
3739 NE – 214th Street
Aventura , FL 33180-4016

IN WITNESS WHEREOF, the undersigned being the incorporator for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, of the State of Florida, has executed and signed these Articles of Incorporation, this 28th day of February, 2000.



Lineu J. Arruda
Sole Incorporator

Acknowledgment

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

On February 28th, 2000 before me, *Yolke Huertas* Notary Public, personally appeared Lineu J. Arruda, known to me or proved to me on the basis of satisfactory evidence to be the person which name is subscribed to this within instrument and acknowledged to me that he has executed the same in his authorized capacity, and that by his signature on the instrument he, or the entity upon behalf he acted, has executed the instrument.

Witness my hand and official seal:

Yolke Huertas
(Signature)



(Seal)

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PROKONSULT BUSINESS ADMINISTRATION COMPANY, hereby accepts such designation and hereby declares he is familiar with, and accepts, the obligations of such position, as prescribed by Section 607.0505, Florida Statutes.

Lineu J. Arruda

Lineu J. Arruda
Registered Agent
S.S. # 591-56-6223
3739 NE – 214th Street
Aventura, FL 33180-4016

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00 MAR -3 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DATED: February 28th, 2000.