

Division of Corporations

Page 1 of 2

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Florida Department of State

Division of Corporations

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From: Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
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FLORIDA PROFIT CORPORATION OR P.A.

PDE CREDIT CORP.

Table with 2 columns: Description and Value. Rows include Certificate of Status (1), Certified Copy (1), Page Count (07), and Estimated Charge (\$87.50).

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2000

RICARDO MARTINEZ-CID

SUBJECT: PDE CREDIT CORP.
REF: W00000008972

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H00000014894 0

RICARDO MARTINEZ-CID

Professional Association
Attorney at Law

1699 Coral Way, Suite 510, Miami, Florida 33145-2860
Telephone (305) 859-7494 Facsimile (305) 858-2513
E Mail: MTNEZCID@AOL.COM

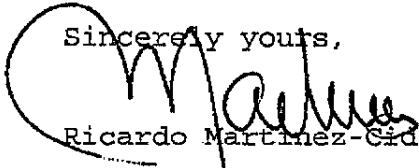
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SEND TO: Florida Department of State/Division of Corporations
P. O. Box 6327, Tallahassee, Florida 32314
VIA: (850) 922-4001 ✓
SENT BY: Ricardo Martinez-Cid, Esq. DATE: April 4, 2000

Gentlemen:

The proposed articles of incorporation, certificate of registered agent and printed electronic filing report for PDE CREDIT CORP. follow. Debit my account for the amount of \$87.50, covering the filing fee (\$35.00), one (1) certified copy of articles (\$52.50), and the registered agent certificate. Upon filing these documents, please, provide, via facsimile, one certified copy of the Articles of Incorporation. Thank you for your cooperation.

Sincerely yours,



Ricardo Martinez-Cid

RMC/rd

cc: Client

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ARTICLES OF INCORPORATION
PDE CREDIT CORP.

Article I - Name

The name of this corporation is PDE CREDIT CORP.

Article II - Purpose

This corporation is organized to provide sophisticated international financing services, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Two Million Six Hundred Sixty-Six Thousand Eight Hundred (2,666,800) shares of one of cent (1¢) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, 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 V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is c/o Sergio R. Penton, P.A., Suite 427, 780 NW Le Jeune Road, Miami, Florida 33126. The name of the initial Registered Agent of this Corporation is Modesto Echezarreta, of Suite 427, 780 NW Le Jeune Road, Miami, Florida 33126.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H00000014894 0

M.C.

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H00000014894 0

director of this corporation is Modesto Echezarreta, of Suite 427, 780 NW Le Jeune Road, Miami, Florida 33126, who shall also serve as the initial president, treasurer and secretary of the corporation

Article VII - Incorporator

The name and address of the person signing these Articles is Modesto Echezarreta of Suite 427, 780 NW Le Jeune Road, Miami, Florida 33126.


Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this April 4, 2000.


Modesto Echezarreta

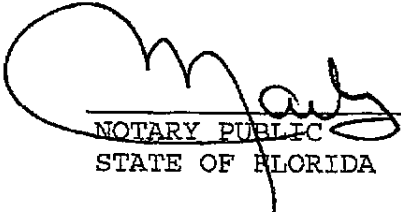
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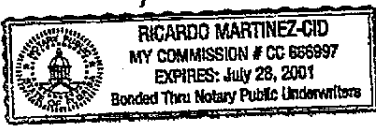
STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Modesto Echezarreta, who provided his Florida Driver's license as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this April 4, 2000.



NOTARY PUBLIC
STATE OF FLORIDA



Prepared by: Ricardo Martinez-Cid
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

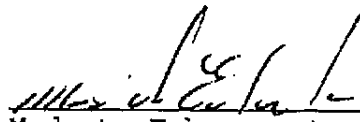
WITNESSETH:

That PDE CREDIT CORP., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Modesto Echezarreta, located at Suite 427, 780 NW Le Jeune Road, Miami, Florida 33126, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
PDE CREDIT CORP.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this April 4, 2000.


Modesto Echezarreta
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145-2860
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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