Division of Corporations

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To:

Division of Corporations

Fax Number

: (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.

Account Number: 070744001530 Phone: (305)358-2571 Fax Number: (305)358-7832

FLORIDA PROFIT CORPORATION OR P.A.

PROGEMS USA CORP.

Certificate of Status	0
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Page Count	01
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SECRETARY OF STATE DIVISION OF CORPORATIONS

B. McKnigh FEB 0 3 2000

H00-5366

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: PROGEMS USA CORP.

Address of Corporation: 36 NORTHEAST 1ST STREET, SEYBOLD BLDG., SUITE 942

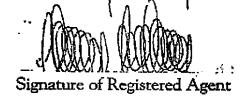
MIAMI, FLORIDA 33132

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 300,000 , with a par value of 1.00 (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: HARRY SUDARSKY
REGISTERED OFFICE: 36 NORTHEAST 1ST STREET, SUITE 942
MIAMI, FLORIDA 33132

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

> 02 / 02 / 00 Date



Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, second is Vice President, then Secretary/Treasurer.

1. HARRY SUDARSKY, 36 NORTHEAST 1ST STREET, SUITE 942, MIAMI, FLORIDA 33132

2.

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

36 NORTHEAST 1ST STREET, SUITE 942

MIAMI, FLORIDA 33132

In witness whereof, I have subscribed my name:

HARRY SUDARSKY



Signature of Incorporator

H00-5366

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571