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PO10000004945

January 8, 2001

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

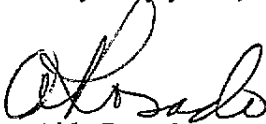
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****122.50 *****78.75

Re: Promerica International Corporation
Our File No. 01-6952

Gentlemen:

Enclosed please find the original Articles of Incorporation for the above captioned corporations. We have also enclosed two checks in the amount of \$122.50 for the issuance of a certified copy of the Articles of each corporation.

Very truly yours,



Aida Rosado
Legal Assistant

/arm

encls.

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01 JAN 10 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PROMERICA INTERNATIONAL CORPORATION

FILED
01 JAN 10 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is PROMERICA INTERNATIONAL CORPORATION.

ARTICLE II
NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock having a par value of One (\$1.00) Dollar per share. All of said stock shall be issued only for cash or other property or for services at a just valuation as shall be determined by the Board of Directors.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 800, 3191 Coral Way, Miami, FL. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. the number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be two (2).

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

| | |
|------------------|--|
| DEBBIE HERNANDEZ | Suite 800 3191 Coral Way Miami, FL |
|------------------|--|

| | |
|-------------|--|
| ENA BENDAÑA | Suite 800 3191 Coral Way Miami, FL |
|-------------|--|

ARTICLE IX

SUBSCRIBER

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

David R. Berley
Suite 200
848 Brickell Avenue
Miami, FL 33131

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XIII

RESTRAINT ON ALIENATION

The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a two-thirds (2/3) majority any regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in

the event of the death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock.

ARTICLE XIV

AMENDMENT

Except as may be provided in the By-Laws of this corporation to the contrary, these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors and by the affirmative vote of the holders of not less than two-thirds (2/3) of the then outstanding stock of the corporation.

ARTICLE XV

RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Berlit Corporate Services, Inc.
Suite 200
848 Brickell Avenue
Miami, FL 33131

ARTICLE XVI

WAIVER OF FS 607.108 and FS 607.109

The provisions of FS 607.108 and FS 607.109 are expressly waived.

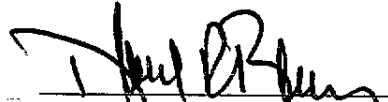
ARTICLE XVII

EFFECTIVE DATE

These articles of incorporation shall be effective upon execution by the subscriber.

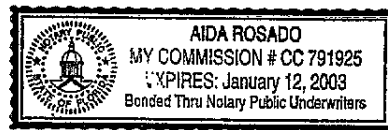
IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of

Incorporation on January 3, 2001.


David R. Berley, Subscriber

Subscribed and Sworn to this
3rd day of January, 2001
Before me:


Notary Public



My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

PROMERICA INTERNATIONAL CORPORATION desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named Berlitz Corporate Services, Inc. located at Suite 200, 848 Brickell Avenue, Miami, FL 33131 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.

Berlitz Corporate Services, Inc.

By: 

David R. Berley, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA