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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

900004012869--7

-04/17/01--01031--006

***155.00 ***155.00

OFFICE USE ONLY

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

1. PRO GROUP WORLDWIDE L.L.C.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" 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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I: Name

The name of the Limited Liability Company is:

PRO GROUP WORLDWIDE L.L.C.

ARTICLE II: Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

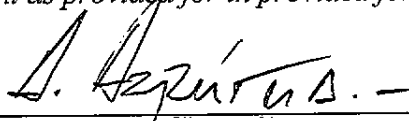
8217 N.W. 30th Terrace
Miami, FL 33122

ARTICLE III: Registered Agent, Office, and Agent's Signature:

Alejandro Alan Azpurua

8217 N.W. 30th Terrace
Miami, FL 33122

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in provided for in Chapter 608, F.S.



Registered Agent's Signature

**PREPARED BY:
JN ACCOUNTING AND TAX SERVICE, INC.
300 ARAGON AVENUE, SUITE 200
CORAL GABLES, FL 33134**

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ARTICLE IV: Management

The Company is to be managed by the managers, and the names and address of such managers who are to serve as managers are:

Mr. Alejandro Alan Azpurua & Mrs. Carmen Urdaneta –
7621 S.W. 175th Street, Miami FL 33157

Mr. Mohammed Saber – 116 Sandy Drive, Newark Delaware 19713

Mrs. Irma de Azpurua Leonora Marcano de Azpurua and Dr. Alejandro Azpurua G. -
Avenida Juan de Castellanos, Residencia Valle Mar, Apt 28-29B
Ciudad de Juan Griego, Margarita Estado Nueva Esparta, Venezuela

ARTICLE V: Amendment of Article of Organization

The company reserves the right to amend, alter, change, or repeal any provisions contained in these articles of organizations in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Date: April 13, 2001.



Alejandro Alan Azpurua
Manager - Organizer

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