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07 OCT 11 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
10/18

200-46724

September 14, 2007

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

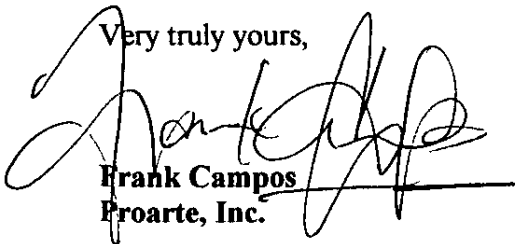
RE: Proarte, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, with the check for the filing Fees.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Frank Campos
Proarte, Inc.

MAILING ADDRESS OF CORPORATION
4217 Fort Courage Circle
Kissimmee, FL 34746
PHONE
407-879-1742



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 21, 2007

FRANK CAMPOS
PROARTE, INC
4217 FORT COURAGE CIRCLE
KISSIMMEE, FL 34746

SUBJECT: PROARTE, INC
Ref. Number: W07000046726

We have received your document for PROARTE, INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 607A00055628

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07 OCT 11 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
Of**

Proarte, Inc

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I – CORPORATE NAME

The name of the corporation is: **Proarte, Inc**

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida law. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – PURPOSE

The corporation is a non profit organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Proarte's focus and vision is in promoting and developing the arts, specially in painting, sculpture, music, theater, literature, artesany, and all other forms of fine arts and culture.

ARTICLE IV – INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address is:

**4217 Fort Courage Circle
Kissimmee, FL 34746**

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent of the office is:

**Frank Campos
117 E. Amelia St.
Orlando, FL 32801**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are follows:

**Frank Campos
117 E. Amelia St.
Orlando, FL 3280**

**Hector Rojas
9148 Byron Ave
Miami Beach, FL 33154**

**Camilo E. Molano
3765 N. John Young Pkwy
Orlando, FL 32804**

**Bladimir Peña
4217 Fort Courage Circle
Kissimmee, FL 34746**

**Jorge Monsalve
6148 Hanging Moss Rd. #120
Orlando, FL 32807**

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII – INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are follows:

Frank Campos
117 E. Amelia St.
Orlando, FL 32801

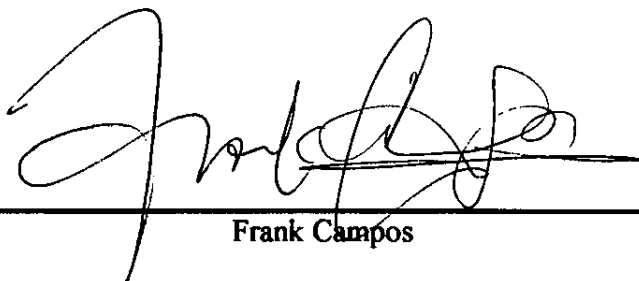
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Orlando, FL 32804

Bladimir Peña
4217 Fort Courage Circle
Kissimmee, FL 34746

Jorge Monsalve
6148 Hanging Moss Rd. #120
Orlando, FL 32807

The undersigned incorporator(s) have executed these Articles of Incorporation this 13th day of September, 2007.



Frank Campos

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Proarte, Inc

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.051, the following is submitted:

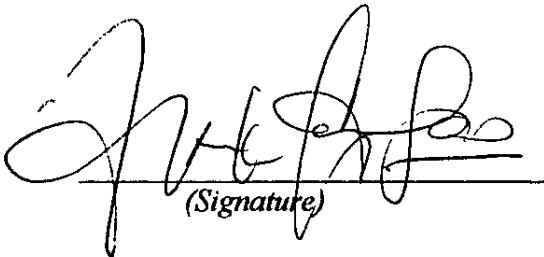
The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

117 E. Amelia St.

Orlando, FL 32801

has named **Frank Campos**, located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation 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 familiar with and accept the obligations of my position as registered agent.


(Signature)

9/14/07
(Date)