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TRANSMITTAL LETTER

FILED
00 JAN -7 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

700003092137--6
-01/07/00--01091--008
*****78.75 *****78.75

SUBJECT: Proviser Technology USA, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$ 70.00 X \$ 78.75
Filing Fee Filing Fee
 & Certificate

 \$ 122.50 \$131.25
Filing Fee Filing Fee,
& Certificate Copy Certificate Copy
 & Certificate

ADDITIONAL COPY REQUIRED

FROM: Jorge E. Suarez
Name (Printed or typed)

3055 SW 32nd Ave
Address

Miami, FL 33133
City, State and ZIP

(305) 476-5761
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles

D. BROWN JAN 13 2000

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I Name

The name of the entity to be incorporated shall be:

Proviser Technology USA, Inc.

ARTICLE II Principal Office

The principal place of business and mailing address of this corporation shall be:

3055 SW 32nd Ave
Miami, Fl 33133

ARTICLE III Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares at \$ 5.00 each

ARTICLE IV Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Patricia Ramirez
3055 SW 32nd Ave
Miami, Fl 33133

ARTICLE V Incorporator(s)

The name and address of the incorporator(s) of these Articles of Incorporation are:

Jorge E. Suarez President
3055 SW 32nd Ave
Miami, Fl 33133
(Address in the USA)
Ave. Cristobal Mendoza
Qta Nro. 23 - San Bernardino
Caracas, DF Zip code 1010
Republica de Venezuela
(En Venezuela)

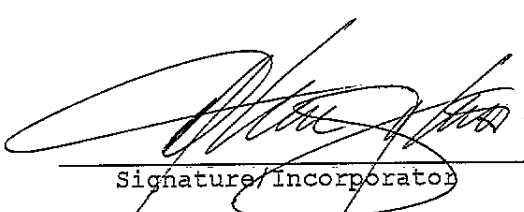
100 Shares

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ARTICLE VI Effective Date


The effective date of starting business shall be:

When filed


Signature/Incorporator

1/4/2000
Date

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 I am familiar with and accept the obligations of my position as registered agent


Signature/Registered Agent

1/4/2000
Date