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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

00 MAR -2 PM 1:00

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FLORIDA PROFIT CORPORATION OR P.A.

PROCELL INTERNATIONAL CORP.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

OF

PROCELL INTERNATIONAL CORP.

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of Incorporation.

ARTICLE ONE

The name and address of the corporation is:

PROCELL INTERNATIONAL CORP.
5445 COLLINS AVE., STE.CU#8-A
Miami Beach, Fl. 33140

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TWO

This corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

ARTICLE THREE

The number of shares this corporation is authorized to issue is one hundred shares (100) of common stock @ \$50.00 each par value.

ARTICLE FOUR

This corporation shall have perpetual existence which shall commence when these Articles of Incorporation have been approved and filed by the Secretary of State, Division of Corporation of the State of Florida.

ARTICLE FIVE

The registered Agent and the address of the initial Registered office of this corporation in the State of Florida shall be: Andres N. Malatesta, at 5445 collins Ave, CU#8-A Miami Beach, Fl. 33140.

ARTICLE SIX

The number of Directors may be altered from time to time by Bylaws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time. The names of the initial Board of directors, is as follows:

<u>NAMES</u>		<u>TITLE</u>
MAXIMILIANO CASARSA	-	PRESIDENTE
LAURA A. PAZOS	-	VICE-PRESIDENT
ANDRES N. MALATESTA	-	TREASURER
ELIZABETH M. EFRON	-	SECRETARY

ARTICLE SEVEN

The members of the Board of Directors shall hold office for the first year of existence of this corporation and/or until their successors are elected and qualified or appointed, or until their earlier resignation, removal from office, or any other cause.

The name and address of the Incorporator to these Articles of Incorporation is:

Andres N. Malatesta
5445 Collins Ave. CU#8-A
Miami Beach, Fl. 33140

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this day 1st, of March 2000.

Incorporator

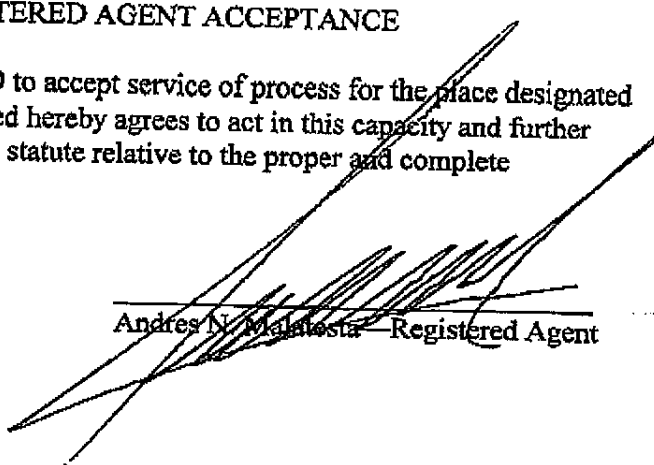

Andres N. Malatesta

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REGISTERED AGENT ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the place designated in the foregoing Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statute relative to the proper and complete performance of said duties.

Dated: March 1st, of 2000.


Andres N. Malatesta Registered Agent

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TALLAHASSEE, FLORIDA

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