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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 : BERRIZ & GIRALDO P.A.
Account Number : 119990000017
Phone : (305) 485-9300
Fax Number : (305) 485-1098

FLORIDA PROFIT CORPORATION OR P.A.**H.J. PROKESCH INTERNATIONAL, CORP.**

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B. McKnight APR 25 2000

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ARTICLES OF INCORPORATION
OF

H.J. PROKESCH INTERNATIONAL, CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

H.J. PROKESCH INTERNATIONAL, CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate

name:

H.J. PROKESCH INTERNATIONAL, CORP.

Nora Giraldi
4080 SW 84 Ave
Miami, FL 33155
(305) 485 9300

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

**HILMAR PROKESCH
16141 BLATT BLVD #108
FT LAUDERDALE , FL 33326**

The principal office shall be:

**PO BOX 550622
FT LAUDERDALE, FL 33326**

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ARTICLE VI

The initial Board of Directors shall consist of a total of **TWO (02)** person, and the name and address of the person who is to serve as an initial director is:

HILMAR PROKESCH
PO BOX 550622
FT LAUDERDALE , FL 33326


PRESIDENT

OMAIRA RODRIGUEZ DE PROKESCH
PO BOX 550622
FT LAUDERDALE, FL 33326


VICEPRESIDENT

The name and address of the incorporator executing these Articles of Incorporation is:

SERVICIOS H.J. PROKESCH C. A.
C.C. COCONUT CENTER PISO 2 OFIC 2-04 LECHERIAS
EDO. ANZOATEGUI, VENEZUELA

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 24 day of APRIL , 2000


HILMAR PROKESCH

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, Submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the corporation is:

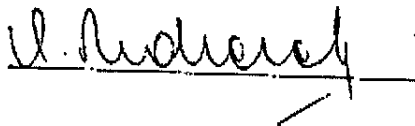
H.J. PROKESCH INTERNATIONAL, CORP.

2. The Name and Address of the registered agent and office is

**HILMAR PROKESCH
16141 BLATT BLVD #108
FT LAUDERDALE, FL 33326**

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. ANN I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Dated: APRIL 24, 2000

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