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~~PROCOMFORT ENTERPRISES GROUP, INC.~~

West Palm Beach, Florida, June 1st. 2000

FILED
00 JUN -5 PM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of state
Division Of Corporations
P.O. Box
Tallahassee, FL 32314

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-06/06/00--01004--014
*****87.50 *****87.50

Dear Sirs:

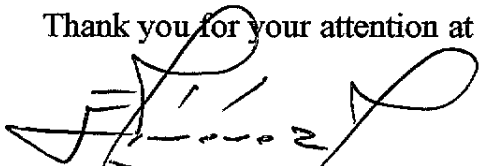
Enclosed please find an original and one (1) copy of the articles of incorporation of:

PROCOMFORT ENTERPRISES GROUP, INC.

Also, we are sending a check in the amount of \$ 87.50:

Filing Fees	35.00
Registered Agent Designation	35.00
Certified Copy	8.75
Certificate of Status	8.75
TOTAL	\$87.50

Thank you for your attention at this matter.



Eduardo Jimenez
P.O. Box 221060
West Palm Beach, FL 33422-1060

F. CHAMBERLAIN JUN 13 2000

P. O. Box 221060, West Palm Beach, FL 33422-1060 Phone: (561) 615-6345 Fax: (561) 615-3763

ARTICLES OF INCORPORATION
Of
PROCOMFORT ENTERPRISES GROUP, CORP

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

ARTICLE I NAME OF THE CORPORATION

The name of the corporation shall be:

PROCOMFORT ENTERPRISES GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal office of the corporation in the State of Florida shall be located at 2856 Tennis Club Drive, Suite # 202, West Palm Beach, FL 33417-2946 and Mail Address: P. O. Box 221016, West Palm Beach, FL 33422-1016, County of the Palm Beach. The corporation may have other offices, either within the State of Florida, or any other state or country as the Board of Directors may designate or as the business of the Corporation may require from time to time.

00 JUN -5 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
Of
PROCOMFORT ENTERPRISES GROUP, CORP

ARTICLE III CAPITAL AND SHARES OF STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES OF THE ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

EDUARDO JIMENEZ
2856 Tennis Club Drive, Suite # 202,
West Palm Beach, Fl 33417-2946

ARTICLE V FISCAL YEAR:

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of each year.

<p style="text-align: center;">ARTICLES OF INCORPORATION Of <i>PROCOMFORT ENTERPRISES GROUP, CORP</i></p>
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ARTICLE VI PURPOSES OF THE CORPORATIONS

To engage in followings activities:

SOFTWARE DIVISION. -

Research, development and programming software for computers and data processing systems.

SYSTEMS DIVISION. -

Management software and system consultants, legal business representatives, marketing consultants.

COMERCIAL DIVISION. -

This corporation is organized to engage for the general purpose of transacting and not limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending the activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives.

ARTICLE VII DURATION OF THE CORPORATION

This Corporation is to exist perpetually.

ARTICLES OF INCORPORATION
Of
PROCOMFORT ENTERPRISES GROUP, CORP

ARTICLE VIII GENERAL POWERS, OFFICERS AND DIRECTORS:

a). - GENERAL POWERS.

Its Board of Directors elected by the Shareholders shall manage the business and affairs of the corporation.

b). - DIRECTORS:

The Directors of the Corporation shall be:

Anamaria Jimenez

Margarita Jimenez

Eduardo Jimenez

Shareholders of the Corporation shall elect each of whom.

c). - OFFICERS:

The officers of the Corporation shall be a President, a Vice-president, a Secretary, a Treasury and a General Manager, each of whom shall be elected by the board of directors of the Corporation.

ARTICLES OF INCORPORATION
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The names and addresses of the initial Officers and Directors, who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

PRESIDENT / GENERAL MANAGER /DIRECTOR:

Eduardo Jimenez
P.O.BOX 221060
West Palm Beach, Florida 33422-1060

VICE-PRESIDENT / DIRECTOR:

Anamaria Jimenez
P.O.BOX 221060
West Palm Beach, Florida 33422-1060

SECRETARY / TREASURY DIRECTOR:

MARGARITA JIMENEZ-CARDENAS
P.O.BOX 221060
West Palm Beach, Florida 33422-1060

ARTICLES OF INCORPORATION
Of
PROCOMFORT ENTERPRISES GROUP, CORP

ARTICLE IX NAME AND ADDRESS OF INCORPORATOR

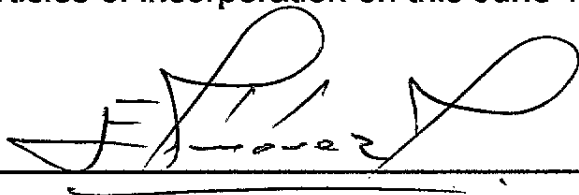
The name and address of the Officer signing this articles incorporator is:

EDUARDO JIMENEZ

GENERAL MANAGER / DIRECTOR

2856 Tennis Club Drive, Suite # 202,
West Palm Beach, Fl 33417-2946

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this June 1st. 2000.

A handwritten signature in black ink, appearing to read 'E. Jimenez', is written over a horizontal line.

EDUARDO JIMENEZ

GENERAL MANAGER / DIRECTOR

ARTICLES OF INCORPORATION
Of
PROCOMFORT ENTERPRISES GROUP, CORP

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE.

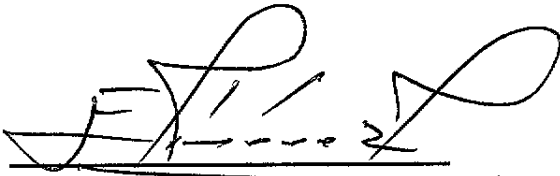
Pursuant to the provisions of Section 607.0501, Florida Statutes, The Undersigned Corporation, organized under the law of the State of Florida, submits the following statement in designating the registered Office/registered agent, in the State of Florida.

1. The name of the Corporation is **PROCOMFORT ENTERPRISES GROUP, INC.**

2. The name and address of the registered Agent and Office is:

EDUARDO JIMENEZ
2856 Tennis Club Drive, Suite # 202,
West Palm Beach, Fl 33417-2946

SIGNATURE

A handwritten signature in black ink, appearing to read 'Eduardo Jimenez', written over a horizontal line.

EDUARDO JIMENEZ

TITLE: GENERAL MANAGER / DIRECTOR

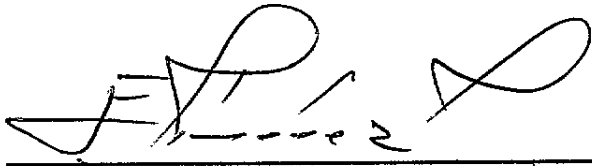
DATE June 1st. 2000

ARTICLES OF INCORPORATION
Of
PROCOMFORT ENTERPRISES GROUP, CORP

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE. (Cont.)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATE IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE,

A handwritten signature in black ink, appearing to read 'Eduardo Jimenez-Giraldo', written over a horizontal line.

EDUARDO JIMENEZ-GIRALDO

Date: June 1st. 2000