AZARUS CORPORATE FILING SERVICE	
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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)	OFFICE USE ONLY
CORPORATION NAME(s) & DOCUMENT NUMBER	BER(S) (If known):
1. PROBACA OF VENEZ	Document #)
2. (Corporation Name)	(Document #)
3. (Corporation Name)	(Document // ARE CUE
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CR2E031(9/92)



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 7, 2000

LAZARUS

MIAMI, FL

SUBJECT: PROBACA OF VENEZUELA INC.

Ref. Number: W00000019493

We have received your document for PROBACA OF VENEZUELA INC.. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the 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) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 800A00042538

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DEPART OF CURPORATION

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

PROBACA, OF VENEZUELA INC.



ARTICLE II - PRINCIPAL OFFICE

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

6555 MM. 36-18 Suite 209 Migni FL. 33166

ARTICLE III -SHARES

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

ARTICLES IV -INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MARIO JIMENEZ 4556 SW. 149 of MiAMI FL. 33185

ARTICLE V - INCORPORATOR(S)

Incorporation is(are):	116	UEL	16	Eou,	
:	6555 suite d	- 2	iw.	36 2 t	•
	suite à	209		, , , , , , , , , , , , , , , , , , ,	•
	MIAMI	FI	3 3	3/66	
The undersigned incorporation this 4	orator(s) has day of <u>190</u> 0	(have) e	xecute ,2	ed these Artic 0 <u>00</u> .	cles of
Incorporation this <u>4</u>	day of <u>Ave</u>	6057	,2	0 <u>00</u> .	

ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

MIGUEL LEÓN (PRESIDENT.) AU EL MICAGNO EDIFICIO RESIDENCIAS VILLA ELENA! PISO 9 APTO 9A MARACAIBO VENEZUELA.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent