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TRANSMITTAL LETTER

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

900003410329-2
09/29/00-01100-004
*****78.75 *****78.75

SUBJECT: PRODICOL USA CORP.

Enclosed is an original and one (1) copy of the articles of incorporation and a ^{Money Order} check for:

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

PLEASE RETURN FILED COPY AND CERTIFICATE TO:

<u>PRODICOL USA CORP.</u>	00 SEP 29 PM 12:16 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA
Name (Printed or Typed)	
<u>c/o BPIS</u>	
Address	
<u>6201 S.W. 107 Ave., MIAMI, FL 33173</u>	
City, State, & Zip	
<u>305-274-2890</u>	
Daytime Telephone Number	

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

T. Burch OCT 3 2000

FILED

ARTICLES OF INCORPORATION
OF
PRODICOL USA CORP.

00 SEP 29 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of
Incorporation, a natural person, competent to contract, hereby
forms a Corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the Corporation shall be: **PRODICOL USA CORP.**

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and mailing address of this
Corporation shall be: 6201 S.W. 107th Avenue, Miami, Fl 33173

ARTICLE III.

PURPOSES

The purpose for which the corporation is formed and the
business and objects to be carried on and promoted by it are as
follows:

- a) To transact any lawful business for which corporations
may be incorporated under the Florida General Corporation
Act.
- b) To do such other things as are incidental to the
foregoing or necessary or desirable in order to
accomplish the foregoing.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00

ARTICLE V.

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE VI.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be: Maria G. Fernandez, 6201 S.W. 107th Avenue, Miami, Florida 33173., or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

ARTICLE VII.

DIRECTORS

This corporation shall have not less than one nor more than three directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, By-Laws of this corporation, and the Laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME: **LUIS E. ESTRADA MESA**

TITLE: **President/Vice President/Treasurer/Secretary**

ADDRESS: **6201 S.W. 107th Avenue, Miami, FL 33173**

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is: Maria G. Fernandez, 6201 S.W. 107th Avenue, Miami, Florida 33173.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any accounts, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party to or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI.

TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII.

AMENDMENT

These Articles of Incorporation may be amended in the manner

and with the vote provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida this 28th day of September, 2000.

Maria G. Fernandez
Incorporator

CERTIFICATE OF ACCEPTING DESIGNATION

AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of PRODICOL USA CORP., and agree to serve as its
agent to accept service of process within this State at its
Registered Office

Maria G. Fernandez
MARIA G. FERNANDEZ