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FLORIDA PROFIT CORPORATION OR P.A.

PRO-SUPPLY & ASSOCIATES, INC.

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|-----------------------|---------|
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 14, 2001

LAZARUS CORPORATE FILING

SUBJECT: PRO-SUPPLY & ASSOCIATES, INC.
REF: W01000026176

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ARTICLES OF INCORPORATION
OF

PRO-SUPPLY & ASSOCIATES, INC.

The undersigned for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is **PRO-SUPPLY ASSOCIATES, INC.** and the principal address shall be 18704 S.W. 108 th Avenue Miami, Fl. 33157

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing to the Department of State.

Article III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

- (a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
- (b) **Preemptive Rights.** Shareholders shall have no preemptive rights.
- (c) **Cumulative Voting.** Cumulative voting shall not be permitted.

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 18704 S.W. 108th Avenue Miami, Florida 33157 and the name of the initial registered agent of this corporation is ZULAY PIFANO.

Article VI

DIRECTORS

(a) Number. This corporation shall have THREE (3) initially. The number of directors may have increased or diminished from time to time be the by-laws, but shall never be less than two.

(b) Initial Director. The name and street of the directors of the corporation are:

NAME**ADDRESS**

Name : Ricardo Aue Address : 18704 S.W. 108th Avenue, Miami, Florida
Position : President 33157

Name : Vicente Pifano Address : 18704 S.W. 108th Avenue, Miami, Florida
Position : Vice-President 33157

Name : Maria Isabel Aue Address : 18704 S.W. 108th Avenue, Miami, Florida
Position : Director 33157

(c) Compensation. The board of directors hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any other form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

The directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII**INCORPORATOR**

William J. Sanchez, Esq.
10621 N. Kendall Drive., Suite 211
Miami, Florida 33176

Article IX**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 09 day of November, 2001.



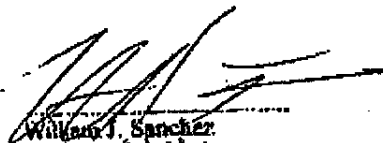
William J. Sanchez

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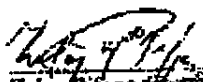
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48, 901, Florida Statutes, the following is submitted.
PRO-SUPPLY & ASSOCIATES, INC organizes or qualifies under the laws of the State
of Florida, with its principal place of business at 18704 S.W. 108th Avenue Miami,
Florida 33157 and has named **ZULAY PIFANO**, located at 18704 S.W. 108th Avenue
Miami, Florida 33157 and as its agent and accept service of process within Florida.

Incorporator:


William J. Sanchez
Date: 11/13/01

Having been named to accept service of process for the above stated Corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Zulay Pifano (Registered Agent)

Date: 11/13/01

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