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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

proing investment group, inc.

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
PROING INVESTMENT GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **PROING INVESTMENT GROUP, INC.**

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

FRANCISCO J. YUGUEROS
1911 Madeira Drive
Weston, FL 33327

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

1911 Madeira Drive
Weston, FL 33327

LAW OFFICES OF SAMUEL D. BLANCO

2050 Coral Way - Suite 303, Miami, Florida 33145 • Telephone (305) 860-0901 • Fax (305) 860-0908

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be three (03) initially. The name and street address of the initial Directors is:

FRANCISCO J. YUGUEROS
FLORENCIO YUGUEROS
ALONSO YUGUEROS
1911 Madeira Drive
Weston, FL 33327

ARTICLE VI: OFFICERS

The initial President, Secretary and Treasurer of the Corporation is

FRANCISCO J. YUGUEROS, President
FLORENCIO YUGUEROS, Secretary
ALONSO YUGUEROS, Treasurer

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

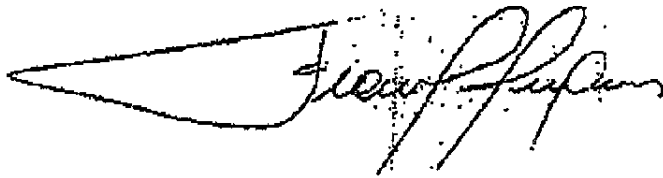
FRANCISCO J. YUGUEROS
1911 Madeira Drive
Weston, FL 33327

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR
HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS
JUNE 11, 2002

A handwritten signature in black ink, appearing to read "Francisco J. Yugueros", is written over a horizontal line.

FRANCISCO J. YUGUEROS
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of the 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:

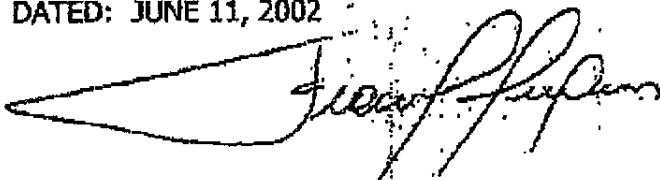
The name of this corporation is **PROING INVESTMENT GROUP, INC.**

The name and address of the Registered Agent and Registered Office is:

FRANCISCO J. YUGUEROS
1911 Madeira Drive
Weston, FL 33327

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, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED: JUNE 11, 2002



FRANCISCO J. YUGUEROS

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