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Florida Department of State
Division of Corporations
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(((H02000156438 2)))

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EFFECTIVE DATE

6-20-02

To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FILED
02 JUN 24 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PRODECO INVESTMENTS CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

ru 6/24

ARTICLES OF INCORPORATIONEFFECTIVE DATE
6-20-02

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

I.

The name of this corporation is:

PRODECO INVESTMENTS CORP.

II.

This corporation is authorized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

III.

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

IV.

Except by otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the the outstanding Common shares.

V.

This corporation shall commence its' existence on the 20th day of June, 2002 and shall exist perpetually thereafter unless sooner dissolved according to law.

Prepared by: Diaz & Associates, Inc.
780 N.W. 42nd Avenue, Ste 422
Miami, Florida 33126

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATIONVI.

Every shareholder, upon the sale for cash of any new stocks of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

VII.

The street address of the initial office of this corporation is 14 NE 1st Avenue, Miami Florida 33132 and the name of the initial registered agent is LAURO EDGAR PEZUA whose address is 14 NE 1st Avenue, Miami, Florida 33132.

VIII.

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and addresses of the initial directors of this corporation are:

Julio Victor Huerta Torres
Manuel Duato
Manzana D Lote 5
Urb. Via Los Angeles
Distrito Los Olivos
Lima, Peru

Hilda Joaquin Alfaro Cabezas
Manuel Duato
Manzana D Lote 5
Urb. Via Los Angeles
Distrito Los Olivos
Lima, Peru

Lauro Edgar Pezua
14 NE 1st Avenue
Miami, Florida 33132

IX.

The names and addresses of the persons signing these Articles of Incorporation are:

Lauro Edgar Pezua
14 NE 1st Avenue
Miami, Florida 33132

X.

The corporation shall indemnify any officer or director an any former officer of director, to the fullest extent permitted by law wither now existing or hereafter enacted.

XI.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors of officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract of transaction with like force and effect as if he were not such director of officer of such other corporation, or not so interested.

ARTICLES OF INCORPORATIONXII.

The private of the stockholders shall not be subject to the payment or the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its' stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

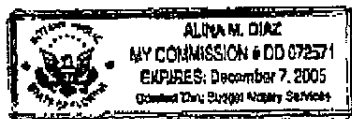
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of JUNE of the year 2002.

STATE OF FLORIDA)
SS:
COUNTY OF DADE)

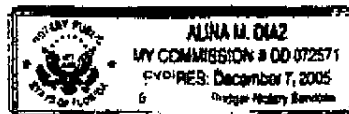
BEFORE ME, A Notary Public authorized to take acknowledgments in the State of *Florida*, County of DADE, personally appeared, a LAURO EDGAR PEZUA, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of *Florida* and County of *Dade*, this 20th day of JUNE, 2002.

My commission expires:




NOTARY PUBLIC, STATE OF FLORIDA



**H02000156438 2 CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is
submitted, in compliance with said Act:

First - That PRODECO INVESTMENTS CORP.,
desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at the
City of Miami, County of Dade, State of
Florida has named Lauro Edgar Pezua, at the following
address: 14 NE 1st Avenue, Miami, FL 33132,
as its' agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state
corporation, at place designated in this certificate. I hereby accept
to act in this capacity, and agree to comply with the provision of
said Act relative to keeping open said office.

Registered Agent: *Lauro Edgar Pezua*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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