

Requester's Name
Address
Preferred Services of Florida
9198 SW 82 Ave.
Miami, FL 33156

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-08/27/02--01019-012
*****70.75 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ProBody USA Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 28, 2002

PREFERRED SERVICES OF FLORIDA
9190 SW 82ND AVENUE
MIAMI, FL 33156

SUBJECT: PROBODY INC.
Ref. Number: W02000025081

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 702A00050313

CERTIFICATE OF INCORPORATION
OF

02 SEP 13 PM 4:52
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a corporation the Laws of the State of Florida

ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be PROBODY USA INC.

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried on are:
To conduct any and all business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more offices in and manufacture, buy, hold mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other Corporation and engage in the same or other character of business. To guarantee endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Florida, or any other state or government and while owner of such stock to exercise the rights powers and privileged of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares at \$1000.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, stock, securities, labor or services, or patents, and copyrights.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 10 common stock, and the amount of capital with which this Corporation shall commence business will not be less than Ten Thousand Dollars (10,000.00).

ARTICLE V, TERM:

The corporation shall continue perpetually, unless sooner dissolved according to law.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said corporation in this state shall be 9190 SW 82 Avenue, Miami Florida 33156. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen shall be:

Robert Piacenti
9190 SW 82 Avenue
Miami Florida 33156

The number of Directors of the corporation shall be not less than one or more than five. The taxable year of the corporation shall end on December 31st.

ARTICLE IX, STOCK:

The stock of this corporation shall be divided into One Hundred shares of common stock, of the per value of One hundred dollars per share and having an aggregate value of One hundred Thousand Dollars. All said stock shall be payable in cash.

The names and addresses of each subscriber, and the number of shares of stock, which agrees to take, are:

Robert Piacenti
9190 SW 82 Avenue
Miami Florida 33156

10 (ten) SHARES

Total number of shares: Ten thousand shares, all proceeds of which will amount to at least Ten Thousand Dollars.

ARTICLE X, OFFICERS:

The names and mailing addresses of the incorporators, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

Robert Piacenti
9190 SW 82 Avenue
Miami Florida 33156

ARTICLE XI AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders, and approved the Stockholders' meeting by a majority of the stocks entitled to vote thereon, unless all Directors and all stockholders sign a written statement manifesting their intention that certain amendments of the Articles of Incorporation be made.

We, the undersigned, being the original subscriber to the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and Amendments hereto, do make file this Certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hand and seal on this 22 day of August, 2002.

ROBERT PIACENTI

President

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY THAT, on this day, before me, a notary public, duly authorized in the State of Florida and County of Dade to take acknowledgement, personally appeared Robert Piacenti

so me well knows to be person described as subscribers in and who execute the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAME ABOVE
THIS 22 DAY OF August, 2002.



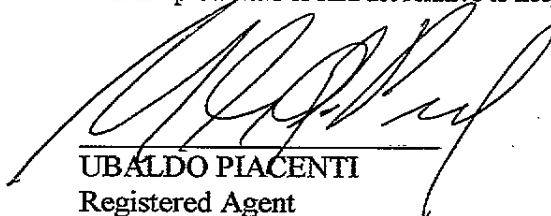
Ariene L. Bravo
My Commission CC845738
Expires July 17, 2003

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48,901, SECTION 607.164 Florida Statutes, the Following is submitted, in the compliance with said act: **FIRST: PROBODY USA INC.** desiring to organize under Laws of the State of Florida, with the principal office, as indicated in the Articles of Incorporation, at the City of Miami Dade, State of Florida, has named **UBALDO PIACENTI**, of 5445 Collins Ave, 1030 Miami Beach. FL 33132, its agent to accept services of process within the State of Florida.


ACKNOWLEDGMENT:

Having been named to accept the services of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


UBALDO PIACENTI
Registered Agent

Signed before me, a notary public, State of Florida
County of Dade. on August 22, 2002.



 Arlene L. Bravo
My Commission CC845738
Expires July 17, 2003

FILED
02 SEP 13 PM 4:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA