

NAGEL & FELIPE, LLP
ATTORNEYS AT LAW

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Miami, Florida 33131

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PO2000113580

October 16, 2002

Department of State
Division of Corporations
PO Box 5327
Tallahassee, FL 32314

Dear Sir/Madam:

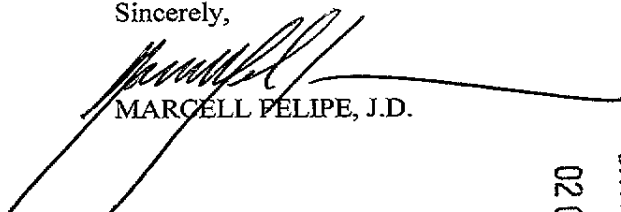
Enclosed, please find two counterparts of the Articles of Incorporation for PRO MANAGEMENT USA, INC. to be filed with the Division of Corporations and a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
<u>Certified Copy</u>	<u>\$ 8.75</u>
Total	\$78.75

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Once filed, please mail and fax a copy of the same to our office. If you have any questions, please call me.

Sincerely,


MARCELL FELIPE, J.D.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
PRO MANAGEMENT USA, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **PRO MANAGEMENT USA, INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131.

ARTICLE III - Term of Existence

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Marcell Felipe.

ARTICLE VI - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The

Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first members of the board of directors are:

<u>Name:</u>	<u>Address:</u>
JUAN CARLOS MEJIA	888 Brickell Avenue, 5 th Floor Miami, Florida 33131
EDUARDO MOLINA	888 Brickell Avenue, 5 th Floor Miami, Florida 33131

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - Incorporator


The name and address of the subscriber to these Articles are:

<u>Name:</u>	<u>Address:</u>
Marcell Felipe, J.D.	888 Brickell Avenue 5 th Floor Miami, Florida 33131

ARTICLE IX

The number of shares of stock is: 1,000

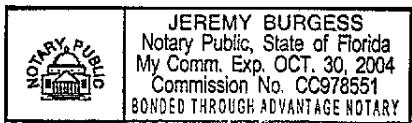
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the City of Miami, State of Florida this 9th day of October, 2002.

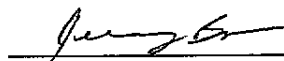
 (SEAL)
MARCELL FELIPE, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared MARCELL FELIPE, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Miami- Dade County, Florida this 9th day of October, 2002.

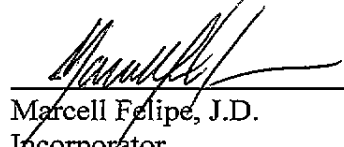



Printed Name: Jeremy Burgess
Notary Public, State of Florida
My Commission Expires: 10/30/2004

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

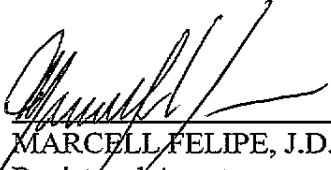
In compliance with Section 48.091, Florida Statutes, the following is submitted:

PRO MANAGEMENT USA, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Marcell Felipe, J.D., located at 888 Brickell Avenue, 5th Floor, Miami, Florida 33131 as its agent to accept service of process within Florida.


_____(SEAL)
Marcell Felipe, J.D.
Incorporator

Dated: 10/9, 2002

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.


_____(SEAL)
MARCELL FELIPE, J.D.
Registered Agent

Dated: 10/9, 2002

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SECRETARY OF STATE
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