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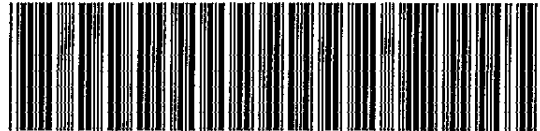
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 24 PM 3:57

FILED

**PROMS INVESTMENTS, INC.
11752 SW 52 ST
COOPER CITY, FL 33330**

February 10, 2003

Secretary of State
Corporate Records Bureau
P O Box 6327
Tallahassee, FL 32301

RE: PROMS INVESTMENTS, INC.

Dear Sir,

Enclosed is two copies of Articles of Incorporation for PROMS INVESTMENTS, INC.. and our check for \$122.50 for the aforementioned Corporation. Please Certify 1 copy and return for our records.

If there are any questions you may call ALEJANDRO BIANCHI at 786-457-4467

Please mail all correspondence to:

Alejandro Bianchi
11752 SW 52 ST.
COOPER CITY, FL 33330

Very truly yours

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PROMS INVESTMENTS, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be PROMS INVESTMENTS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any legal business within the state of Florida, including the sale of real estate.

ARTICLE III
STOCK

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

ALEJANDRO BIANCHI
11752 SW 52 ST
COOPER CITY, 33330

ARTICLE V
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation shall be ALEJANDRO BIANCHI, and the address of the agent is 11752 SW 52 ST. COOPER CITY, FL 33330.

ARTICLE VII

PLACE OF BUSINESS

The initial place of business for the corporation is 11752 SW 52 ST. COOPER CITY, FL 33330.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows:

RODOLFO DELLELICINE

11752 SW 52 ST

COOPER CITY, FL 33330

ALEJANDRO BIANCHI

11752 SW 52 ST

COOPER CITY, FL 33330

ARTICLE IX
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

BY-LAWS

The board of directors shall adopt by-laws for the Corporation. The by-laws may be amended, in any manner proscribed by law.

ARTICLE XII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

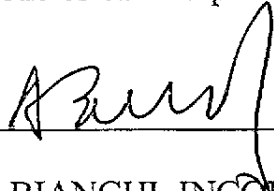
The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing Incorporator, to the foregoing articles of incorporation, has set his hand this 10th day of FEBRUARY, 2003.



ALEJANDRO BIANCHI, INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

FIRST— PROMS INVESTMENTS, INC. IN ORDER TO DO BUSINESS AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 11752 SW 52 ST. COOPER CITY, FL 33330 HAS APPOINTED ALEJANDRO BIANCHI LOCATED AT 11752 SW 52 ST. COOPER CITY, FL 33330 AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.



RODOLFO DELLELICINE, PRESIDENT

02/14/03

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THIS 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.



ALEJANDRO BIANCHI, RESIDENT AGENT

02/14/03

DATE