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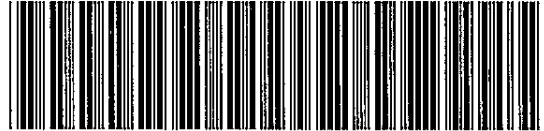
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DIVISION OF CORPORATION



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

20.3/5

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

**TERESA ROMAN ( TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

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

1. PROCELL SERVICES INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)



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Certificate of Status

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

**ARTICLE I - NAME**

The name of the corporation shall be **PROCELL SERVICES INC**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be **4851 NW 79th AVE SUITE #6, Miami, Florida 33166.**

**ARTICLE III - PURPOSE AND DURATION**

This corporation is organized for the purpose of transacting any and all lawful business, and shall have perpetual existence commencing at the time of filing of the ARTICLES OF INCORPORATION with the Department of State.

**ARTICLE IV - STOCKS**

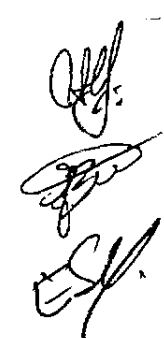
the number of shares of stock that this corporation is authorized to have outstanding at any one time is 600 shares at \$ 1.00 (one dollar) each par value common stocks.

**ARTICLE V - RESTRICTIONS ON THE TRANSFER OF STOCKS**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Edmar J. Bueno de Souza \_\_\_\_\_ 200 Shares  
Carlos A. Lopes dos Santos \_\_\_\_\_ 200 Shares  
Jonas A. Belinaso \_\_\_\_\_ 200 Shares

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Three handwritten signatures in black ink, located in the bottom right corner of the page.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have three directors initially.

The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The names and street address of the initial directors of this corporation are:

Edmar J. Bueno de Souza _____	Director
Carlos A. Lopes dos Santos _____	Director
Jonas A. Belinaso _____	Director

#### **ARTICLE VII - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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### **ARTICLE VIII - SHAREHOLDERS QUORUM AND VOTING**

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

### **ARTICLE IX - CUMULATIVE VOTING**


At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

### **ARTICLE X - CALLING OF SPECIAL MEETING**

Special meetings of the shareholders may be called by the Board of Directors.

### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

Handwritten signatures and initials in the bottom right corner, including what appears to be 'J.B.' and 'E.S.'.

**ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII - RIGHT UPON LIQUIDATION OR DISSOLUTION**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

**ARTICLE XIV - INCORPORATORS**


The names and street address of the incorporators to these Articles of Incorporation are:

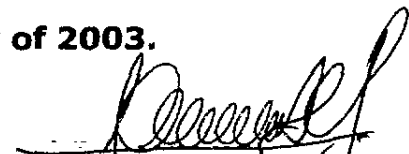
Edmar J. Bueno de Souza  
11936 SW 78 Terr  
Miami, Florida 33183

Carlos A. Lopes dos Santos  
4851 NW 79 Ave  
Miami, Florida 33166

Jonas A. Belinaso  
4851 NW 79 Ave  
Miami, Florida 33166

The undersigned subscribers have executed these Articles of Incorporation this **28 day of February of 2003.**

  
**Edmar J. Bueno de Souza**  
Director

  
**Carlos A. Lopes dos Santos**  
Director

  
**Jonas A. Belinaso**  
Director

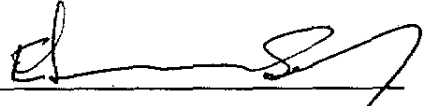
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**ARTICLE XV - INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is **Edmar J. Bueno de Souza**.

The street address of the initial registered agent of this corporation is **11936 SW 78 Terr. Miami, Florida 33183**.

Having been named to accept service of process for the above stated corporation, at the place designated in this Articles of Incorporation, 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, and I accept the duties and obligations of Section 607.325 of Florida statutes.

Agent Sign   
Date: **February 28 of 2003.**

**STATE OF FLORIDA**  
**COUNTY OF MIAMI-DADE**

**BEFORE ME**, an officer duly authorized in the State of  
aforesaid and in the County aforesaid, to  
take acknowledgments, personally appeared  
Edmar J. Bueno de Souza, Carlos A. Lopes dos  
Santos and Jonas A. Belinaso, to me known to  
be the persons described in and who executed  
the same for the purposes therein expressed.

**WITNESS** my hand and official seal in the County  
and State last aforesaid on this **28 day**  
**of February of 2003.**

**NOTARY PUBLIC**  
State of Florida at Large

  
My commission expires:

