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Florida Department of State

Division of Corporations

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To:

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

EFFECTIVE DATE

04-02-05

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

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FLORIDA PROFIT CORPORATION OR P.A.**ADPRO, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
ADPRO, INC.

Article I - Name

The name of this corporation is ADPRO, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue one hundred (100) shares of Ten Dollars (\$10.00) par value common stock.

EFFECTIVE DATE

04-02-03

Article V - Initial Registered Office and Agent

The street address of the registered office of this Corporation is
901 Ponce de Leon Blvd., Suite 501 Coral Gables, Fl. 33134
and the initial registered agent of this Corporation at that address is Andres J. Iriondo

Article VI - Initial Board of Directors

This Corporation shall have one (1) director initially.
The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
Emilio Alvarez-Recio.	600 Grapetree Dr. #3AN Key Biscayne, Fl. 33149

Prepared by:
Andres J. Iriondo
901 Ponce de Leon Blvd., Suite 501
Coral Gables, Fl. 33134
* Ph (305) 445-0611

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Article VII- Incorporator

The name and address of the person signing these Articles is:

Andres J. Iriondo
901 Ponce de Leon Blvd., Ste 501
Coral Gables, Fl. 33134

Article VIII- Initial Officers

The initial officers of the Corporation are as follows:

Emilio Alvarez-Reco -President
Emilio Alvarez-Reco -Secretary, Treasurer

Article IX- Initial Place of Business

The initial place or business of the Corporation is:
600 Grapetree Dr. #3AN
Key Biscayne, Fl. 33149

Article X- By-laws

The By-laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation.

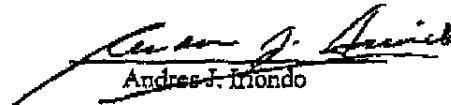
Article XI- Amendments to Articles

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in a manner provided by the By-laws of the Corporation.

Article XII- Commencement

The existence of this Corporation shall commence on the 2nd day of April 2003

IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation this 2nd day of April 2003.


Andres J. Iriondo

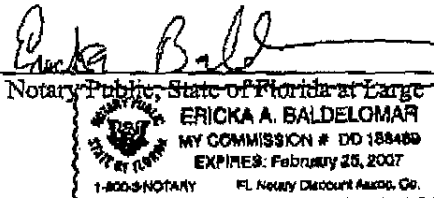
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STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Andres J. Iriondo, who is known to me to be the person who executed the foregoing Articles of Incorporation or who produced 1653-010-40-229-0 Fl. D. License as identification.

SWORN TO AND SUBSCRIBED before me this 2nd day of April, 2003.

My commission expires:



ACCEPTANCE OF RESIDENT AGENT

I, ANDRES J. IRIONDO hereby accept the foregoing Designation of Resident Agent, this 2nd day of April 2003.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Andres J. Iriondo who is known to me to be the person who subscribed to the foregoing Acceptance of Resident Agent, or who produced _____ as identification.

SWORN TO AND SUBSCRIBED before me this _____ day of _____, 2003.

Notary Public, State of Florida at Large

My commission expires:

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