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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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03 JUL 22 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
PROCHALLENGES, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLE OF INCORPORATION
OF
Prochallenges, Corp.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt (s) the following Articles of incorporation.

ARTICLE I - NAME.

The Name of the Corporation shall be:

Prochallenges, Corp.

The principal place of business of this corporation shall be:

Prochallenges, Corp.

10770 SW 66 Street # C-402

Miami, Florida. 33178

ARTICLE II NATURE OF BUSINESS.

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, The State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK.

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be distributed as it continues :

Name & Address

Shares:

Inversiones Fuenmayor Rosario, C.A. INFUROCA
Centro Comercial Las Tejas Av. 20 con Calle 68 y 69
Maracaibo, Estado Zulia. Venezuela.
RIF.: J-305946698

51 %

Francisco Fuenmayor
10770 SW 66 Street # C-402
Miami, Florida. 33178

49 %

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

Name & Address

Title:

*Francisco Fuenmayor
10770 SW 66 Street # C-402
Miami, Florida. 33178*

President

*Mazel Zambrano
2500 NW 107 Avenue # 208
Miami, Florida 33172.*

Vice-President

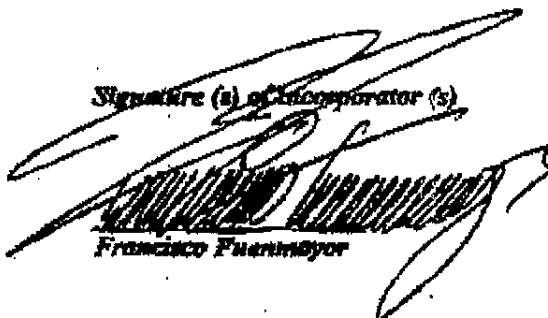
ARTICLE VI INCORPORATOR (S)

The name (s) and street address (es) of the incorporator (s) to this articles of incorporation is (are):

*Francisco Fuenmayor
10770 SW 66 Street # C-402
Miami, Florida. 33178*

IN WITNESS WHEREOF, The undersigned incorporator (s) has (have) executed these Articles of incorporation this July 16, 2003

Signature (s) of Incorporator (s)



Francisco Fuenmayor

ARTICLE VII. Liability of Stockholder

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VIII. Management

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) All decision, business, mortgage, or in case the Corporation shall enter into any contract or transact any business, must be approved by 100% of stockholder.

(d) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

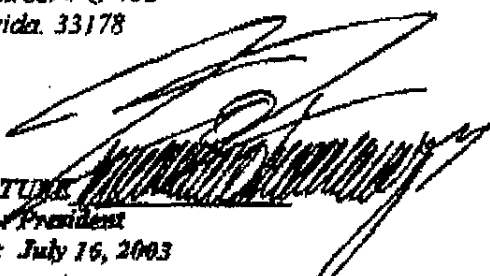
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under The laws of the State of Florida, submit 's the following statement in designating the registered office/registered agent , in the State of Florida

1. The name of the corporation:

Prochallenges, Corp.

2. The name and address of the registered agent and office is:

Francisco Fuenmayor
10770 SW 66 Street # C-402
Miami, Florida. 33178

SIGNATURE 
TITLE, President
DATE: July 16, 2003

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 DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 7/21/03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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