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To:

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

From:

Account Name : JOSEPH K. NOFIL, P.A.
Account Number : I20000000215
Phone : (954) 484-5533
Fax Number : (954) 484-1881

FLORIDA PROFTT CORPORATION OR P.A.
PROMOCLUB USA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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HWUWU368 183

FAX NO. : 9547383578

Feb. 12 2000 10:22AM P2

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**ARTICLES OF INCORPORATION OF
PROMOCLUB USA, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address:

The name of the Corporation shall be:

PROMOCLUB USA, INC.

The address of the initial principal office of this corporation shall be 2901 Clint Moore Rd #271, Boca Raton, FL 33496 and the mailing address shall be the same.

ARTICLE II - Nature of Business:

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

ARTICLE III - Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per share, par value.

ARTICLE IV - Registered Agent:

The Street Address of the initial registered office of the corporation shall be 3284 North State Road 7, Lauderdale Lakes, Florida 33319, and the name of the initial registered agent of the corporation at that address shall be Joseph K. Nofil, P.A.

Prepared by:

Joseph K. Nofil, President
Joseph K. Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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FAX NO. : 9547303578

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ARTICLE V - Term of Existence:

The corporation is to exist perpetually.

ARTICLE VI - Officers and Directors:

This corporation shall have two directors, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

Juan C Quintero Director
9022 NW 28th Dr
Coral Springs, FL 33065

Norberto Menegazzi Director
2901 Clint Moore Rd #271
Boca Raton, FL 33496


Notary
Public
Boca Raton

ARTICLE VII - Incorporator:

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph K. Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 12th day of February, 2005.


JOSEPH K. NOFIL
PRESIDENT of JOSEPH K. NOFIL, P.A.
(INCORPORATOR)

Prepared by:

Joseph K. Nofil, President
Joseph K. Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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Joseph K. Nofil, President
Joseph K. Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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FAX NO. : 9547303578

Feb. 12 2005 08:23AM P5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 607.34 Florida Statutes, the following is
submitted, in compliance with said Act:

First That **PROMOCLUB USA, INC.**

desiring to organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation at the City of Boca Raton,
County of Broward, State of Florida has named Joseph K. Nofil, P.A., located
at 3284 North State Road 7, City of Lauderdale Lakes, County of Broward,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate. I hereby accept to act in
this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.


JOSEPH K. NOFIL
PRESIDENT of JOSEPH K. NOFIL, P.A.
(REGISTERED AGENT)

Prepared by:

Joseph K. Nofil, President
Joseph K. Nofil, P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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