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SECRETARY OF STATE  
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Corporations

**Florida Department of State**  
Division of Corporations  
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To:  
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From:  
Account Name : FILINGS, INC.  
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**FLORIDA PROFIT CORPORATION OR P.A.****PROCALCO USA HOMES INC.**

Certificate of Status	1
Certified Copy	0
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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE  
3-9-05

PROCALCO USA HOMES INC.

The undersigned, acting as incorporator of a profit corporation of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I  
Name

The name of the corporation is:

PROCALCO USA HOMES INC.

ARTICLE II  
PURPOSE

This corporation is organized for the purpose of transacting in real estate investments.

ARTICLE III  
DURATION

The period of existence of the corporation is perpetual.

ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at:

2700 Glades Circle, Suite 118  
Weston, Florida 33327

The mailing address of the corporation is the same.

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office is at:

2655 Le Jeune Road, Suite 309  
Coral Gables, Florida 33134.

The name of the initial registered agent at that address is:

Jorge Galvez-Priego, Esq.

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**ARTICLE VI**  
**AUTHORIZED SHARES**

The corporation is authorized to issue 1000 shares of common stock having par value of US \$1.00 a share.

**ARTICLE VII**  
**DIRECTORS AND OFFICERS**

The corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be increased or modified from time to time, but never be less than one (1) in accordance with the Bylaws of the corporation and F.S. §607.0803. In addition, pursuant to F.S. §607.08401, the same individual may simultaneously hold more than one office in a corporation. The name and address of the initial Director and Officer of the corporation is:

Title	Name	Address
D/P/VP/T/S (*)	ENRICO GIANCARLO	2700 Glades Circle, Ste #118, Weston, FL 33327

(\*) D/P/VP/T/S: Director / President / Vice President / Treasurer / Secretary

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE IX**  
**AMENDMENT**

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

**ARTICLE X**  
**INCORPORATOR**

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

JORGE GALVEZ-PRIEGO, ESQ.  
2655 Le Jeune Road, Ste. 309  
Miami, Florida 33134

**ARTICLE XI**  
**COMMENCEMENT OF EXISTENCE**

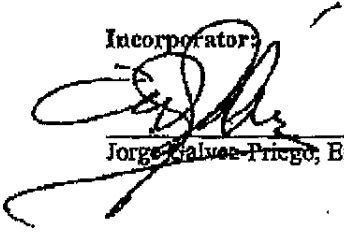
The corporation's existence shall begin on the 9<sup>th</sup> day of March, 2005.

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IN WITNESS WHEREOF, I have executed these articles of incorporation this 9<sup>th</sup> day of March, 2005.

Incorporator:

  
Jorge Galvez-Prigo, Esq.

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 9, 2005

  
Jorge Galvez-Prigo, Esq.FILED STATE  
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