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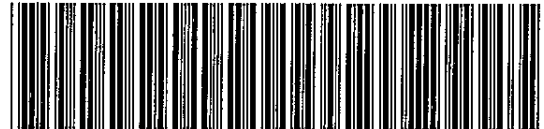
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
05 JUN 15 01 54 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AND
FILED

Sonstate Research

Requester's Name

Address

City/State/Zip

Phone #

6056-5454

Office Use Only

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

1. Proteus Engineering Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

NEW FILINGS

☒ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

**ARTICLES OF INCORPORATION
OF
PROTEUS ENGINEERING INC.**

APPROVED
AND
FILED
05 JUN 16 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is PROTEUS ENGINEERING INC. and its address is c/o PLM Shutts & Bowen LLP, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is: Corporation Company of Miami, c/o Patrick L. Murray and its address is 201 S. Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

NAME

ADDRESS

Nina Caiazza

Calle Arboleda
Edificio Rolini
Puerto Ordaz
Estado de Bolivar
Venezuela

Vincenzo Correale

7845 Camino Real, Suite 409
Miami, Florida 33143

Mario Correale

Calle Arboleda
Edificio Rolini
Puerto Ordaz
Estado de Bolivar
Venezuela

Freddy Ramirez

Calle Arboleda
Edificio Rolini
Puerto Ordaz
Estado de Bolivar
Venezuela

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Patrick L. Murray and his address is 201 S. Biscayne Boulevard, Suite 1500 , Miami, FL 33131.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of June, 2005.



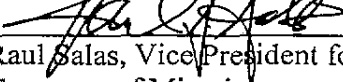
Patrick L. Murray, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 15th DAY OF JUNE, 2005.

CORPORATION COMPANY OF MIAMI,
Registered Agent

By: 

Raul Salas, Vice President for Corporation
Company of Miami
(Registered Agent)