

Division of Corporations

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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 : FOWLER, RODRIGUEZ, CHALOS
Account Number : 120050000138
Phone : (305)445-2930
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION**PRODESA (USA), INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION OF

PRODESA (USA), INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is PRODESA (USA), INC., (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is c/o ACC Group, 1101 Brickell Avenue, Suite 1002, Miami, FL 33131.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Common Stock, par value One dollar per share.

ARTICLE V - INITIAL BOARD OF DIRECTORS

All corporate powers and restrictions thereto granted to the Corporation's board of directors (as defined herein) shall be set forth and subject to the terms and conditions of that certain Shareholders' Agreement executed on the 30th day of March, 2007.

Mr. Arnaldo Antonio Alvarado and Mrs. Eduvigis Saa de Alvarado shall be the initial directors (hereafter collectively, together with such other persons who may hereafter become directors as provided herein, referred to as the "Directors" or individually as a "Director") to serve on the Corporation's board of directors (the "Board of Directors"). Mr. Arnaldo Antonio Alvarado and Mrs. Eduvigis Saa de Alvarado reside at the following address: Subida al Hospital, Quinta El Abanico, Araure, Venezuela. The number of Directors serving on the Board of Directors may be increased or diminished from time to time in accordance with the Corporation's bylaws.

The following individuals shall serve as the Corporation's alternate directors (collectively the "Alternate Directors") and shall only serve on the Board of Directors under the circumstances set forth in that certain Shareholders' Agreement executed on the 30th day of March, 2007:

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Maria Angelica Alvarado de Vigon
Av. Libertador con Calle 38 y Av. Rotaria
Edificio PRODESA, Piso No. 1, Apt. 1-A
Acarigua, Venezuela

Ana Virginia Alvarado de Ramos
Av. Las Lagrimas, Res. Los Llanos
Torre A, Piso No. 11, Apt. 102-A
Araure, Venezuela

Arnoldo Antonio Alvarado Saa
Subida al Hospital - Quinta El Abanico
Araure, Venezuela

Mariana Alvarado de Alonso
Av. Principal de Santa Ines
Conjunto Residencial Tamanaco
Residencias Valle Arriba Style
Piso No. 5, Apt. 53
Caracas, Venezuela

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 806 Douglas Road, Suite 580, Coral Gables, Florida 33134 and the name of the initial registered agent of the Corporation at that address is Registered Agent Corporate Services, Inc.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Raul Valdes-Fauli, P.A., 806 Douglas Road, Suite 580, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of April, 2007.

Raul Valdes-Fauli, P. A., Incorporator

By: 

Raul Valdes-Fauli, P. A., President

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

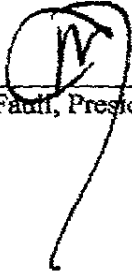
PRODESA (USA) INC., desiring to organize under the laws of the State of Florida, has designated Registered Agent Corporate Services, Inc. located at 806 Douglas Road, Suite 580, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 2nd day of April, 2007.

REGISTERED AGENTS CORPORATE SERVICES, INC.

By: 
Raul Valdes-Fauli, President

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