



P 95000063377
A. Garcia & Co. P.A.

Certified Public Accountant

EFFECTIVE DATE

8/18/95

RECEIVED 15 JUL 1995
PROCESSED BY THE
******* 15 JUL 1995 *******

August 17, 1995

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
15 JUL 1995
PROCESSED BY THE
***** 15 JUL 1995 *****

Re: PROCIEM INDUSTRIES, INC.

Dear Sir:

Find enclosed two copies of the Articles of Incorporation of **PROCIEM INDUSTRIES, INC.** to be file with your department.

Also enclosed is a check for \$78.75 to cover the filling fees and certificate.

Please, mail the stamped copy back to my office.

Should you have any questions regarding this matter, please call me at (305) 670-9750.

Sincerely,

Amado Garcia, C.P.A.
A. Garcia & Co. PA.
Certified Public Accountant

af 8/23/95

EFFECTIVE DATE

3/13/95

**ARTICLES OF INCORPORATION
OF
PROCHEM INDUSTRIES, INC.**

FILED
MAR 14 1995
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA
MIAMI, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation is

PROCHEM INDUSTRIES, INC.

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, country, 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 par value per share

ARTICLE IV. ADDRESS

The initial street address of the principal office of this corporation is to be at 16861 S W 194TH STREET, MIAMI FL 33187

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit

ARTICLE V - REGISTERED AGENT

In pursuance of Chapter 48 091, Florida Statutes, the following is submitted in compliance with said Act

That PROCHEM INDUSTRIES, 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 Miami, County of Dade, has named JUAN HERNANDEZ located at 16861 S W 194 ST, MIAMI, FL 33187 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 accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office


Registered Agent - JUAN HERNANDEZ

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rated share thereof at the price at which it is offered to others

ARTICLE VIII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance

ARTICLE IX. DIRECTORS

This corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one

The name and street address of the initial member of the Board of Directors are

JUAN HERNANDEZ	16861 S W 194 ST
Director	MIAMI, FL 33187

PEDRO VAZQUEZ	1211 S W 103 CT
Director	MIAMI, FL 33174

JUAN C LOZANO	3518 S W 23 TERR
Director	MIAMI FL 33145

ARTICLE X OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are

JUAN HERNANDEZ President	16861 S W 194 ST MIAMI, FL 33187
PEDRO VAZQUEZ Treasurer	1211 S W 103 CT MIAMI, FL 33174
JUAN C LOZANO Secretary	3518 S W 23 MIAMI, FL 33145

ARTICLE XI INCORPORATOR

The name and street address of the incorporator to Articles of Incorporation are

JUAN HERNANDEZ	16861 S W 194 ST MIAMI, FL 33187
PEDRO VAZQUEZ	1211 S W 103 CT MIAMI, FL 33174
JUAN C LOZANO	3518 S W 23 TERR MIAMI, FL 33145

ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective on

Date of execution and acknowledgment

ARTICLE XIII AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made

