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January 20, 1997

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

200002064712-7
-01/22/97-01117-002
****122.50 ****122.50

Re: APROCOM, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the above company. Please file the original in your offices and return one certified copy to us.

We are enclosing our check in the amount of \$122.50, covering:

\$35.00 - Filing Fee
\$52.50 - Certified Copy
\$35.00 - Registered Agent Designation

Very truly yours,


Mercedes Lopez Cisneros

MLC:ll

FILED
97 JAN 22 AM 7:56
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

APROCOM, INC.

I, the undersigned, hereby associate myself together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporation for profit.

ARTICLE I
NAME

The name of the corporation shall be:

APROCOM, INC.

ARTICLE II
NATURE OF BUSINESS

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

That the present main business of the corporation is as follows:

Import, export, manufacture, service and sale of different products

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, no par value.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than FIVE HUNDRED (\$500.00) DOLLARS.

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TALLAHASSEE, FLORIDA

ARTICLE V
TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI
ADDRESS

The initial street address in this State of the principal office of the corporation shall be:

119 S.W. 206th Avenue, Pembroke Pines, FL 33029

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have *two* (2) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of the corporation, and any person who serves at the request of the corporation, as a director or officer of any other corporation, from any against any and all claims and liabilities to which such person shall become subject by reason of this having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person of all legal and other expenses

reasonably incurred by him in connection with any liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specifically herein provided for.

Nor contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or if so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or

transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested

ARTICLE VIII INITIAL DIRECTORS

The name and addresses of the first Board of Directors and of the officers, who subject to the provisions of these Articles of Incorporation, By-Laws of this corporation, and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

NAME	TITLE
AUGUSTO TAVARES	PRESIDENT
	VICE-PRESIDENT
MARIA DULCE TAVARES	SECRETARY

ADDRESS:

119 S.W. 206th Avenue
Pembroke Pines, FL 33029

ARTICLE IX INCORPORATORS

The names and addresses of each incorporator of these Articles of Incorporation are as follows:

NAME	ADDRESS
AUGUSTO TAVARES	119 S.W. 206th Avenue Pembroke Pines, FL 33029

ARTICLE X
OFFICERS

The officers of this corporation shall be a president, one vice-president, a secretary and a treasurer, and such other officers, agents, and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors.

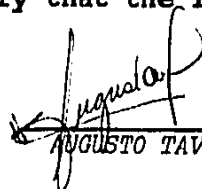
ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein granted subject to this reservation.

ARTICLE XII
REGISTERED AGENT AND REGISTERED ADDRESS

*AUGUSTO TAVARES- 119 S.W. 206th Avenue
Pembroke Pines, FL 33029*

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hands and seals this 17 day of JANUARY 1997 for the purpose of forming this corporation under the laws of the State of Florida, and hereby make and file, in the office of the secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



AUGUSTO TAVARES (SEAL)

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT

APROCOM, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED:

(Registered Agent) LOCATED AT:

*119 S.W. 206th Avenue
Pembroke Pines, FL 33029*

COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Registered Agent
AUGUSTO TAVARES

This document was prepared by:
MERCEDES LOPEZ CISNEROS, ESQ.
7520 S.W. 57TH STREET, "E"
MIAMI, FL 33143

STATE OF FLORIDA)

COUNTY OF DADE)

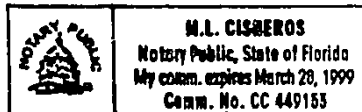
BEFORE ME, personally appeared, *AUGUSTO TAVARES* known to me to be the person(s) described in and who executed the foregoing Articles of Incorporation and acknowledges before me that (he)(she)(they) executed the same freely and voluntarily for the purposes herein stated.

WITNESS my hand and official seal at Miami, Dade County, Florida, this *17th* day of JANUARY, 1997.

M. Cisneros

MERCEDES LOPEZ CISNEROS

My Commission Expires:



FILED
97 JAN 22 AM 7:56
TALLAHASSEE, FLORIDA