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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0839

ACCT#: 071001002335

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NAME: PRO-SOURCE F.A. INTERNATIONAL, INC.

AUDIT NUMBER.....H97000004459

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLE OF INCORPORATION  
OF

PRO-SOURCE F.A. INTERNATIONAL, INC.

THE UNDESIGNED INCORPORATORS(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE : PRO-SOURCE F.A. INTERNATIONAL, INC.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE: THE STATE OF FLORIDA AND ALL THE UNITED STATES. 7891 West Flagler St., Suite 281  
Miami, FL 33144

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT 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 AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: ONE-THOUSAND SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$10.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH,, REAL OR PERSONAL PROPERTY, OR LABOR, OR SERVICES IN LIEU OF CASH, VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

Prepared by: Luis Frias  
11860 SW 18 Terr.  
Miami, Fl 33175  
(305) 227-3516

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**ARTICLE V OFFICERS DIRECTORS**

**THE NAME(S) AND STREET ADDRESS(E) OF THE INITIAL OFFICER(S) AND  
DIRECTOR(S), IF ANY, WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE  
CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED,  
IS/ARE**

**TARCISIO PINEDA**

**7891 WEST FLAGLER STREET, SUITE 281  
MIAMI, FLORIDA 33144**

**ARTICLE VI INCORPORATOR(S)**

**THE NAME(S) AND STREET ADDRESS(ES) OF THE CORPORATOR(S) TO THIS  
ARTICLES OF INCORPORATION IS/ARE: TARCISIO PINEDA**

**333 S ROYAL POINCIANA BLVD APT 307  
MIAMI SPRINGS, FL 33166**

**IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE  
EXECUTED THESE ARTICLES OF INCORPORATION THIS 13TH OF MARCH, 1997**

**SIGNATURE(S) OF INCORPORATOR(S)**

  
**TARCISIO PINEDA**

**PRESIDENT**

H97000004459

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

PRO-SOURCE F.A. INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

Luis Frias

7891 WEST FLAGLER STREET, SUITE 201

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33144

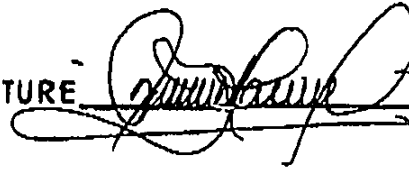
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TALLAHASSEE, FLORIDA

SIGNATURE



TITLE PRESIDENT

DATE MARCH 13TH, 1997

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 ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE 3/17/97