

P97000034487

Pro-Magnet Inc.

6230 S.W. 129th Place, Unit 1210, Miami, Florida 33183

Transmittal Letter

March 24, 1997

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

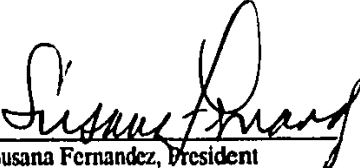
SUBJECT : Pro-Magnet Inc.

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Dear Sir:

Enclosed is an original and one (01) copy of the articles of incorporation and a \$ 131.25 check for filing fee, certified copy, and certificate.

FROM: Susana Fernandez
ADDRESS: 6230 S.W. 129th Place
Unit 1210
Miami, Florida 33183
PHONE: (305) 387-8229


Susana Fernandez, President

Enclosures

SF/fg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 16 AM 9:11

ufw 4-17-97

**Articles of Incorporation
of
Pro-Magnet Inc.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 16 AM 9:11

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

Pro-Magnet Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar (\$ 1.00) par value Common Stock, which shall be designated "Common Shares"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of this corporations is at 6230 South West 129th Place, Unit 1210, Miami, Florida 33183. The name of the Initial Registered Agent of this Corporation at that address is Susana Fernandez.

ARTICLE VI - BOARD OF DIRECTOR(S)

This corporation shall have four (03) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

Susana Fernandez
6230 S.W. 129th Place
Unit 1210
Miami, Florida 33183

Emilio A. Fernandez
6230 S.W. 129th Place
Unit 1210
Miami, Florida 33183

Emilio Fernandez
6230 S.W. 129th Place
Unit 1210
Miami, Florida 33183

ARTICLE VII - OFFICER(S)

The officer(s) of this corporation shall be as follows:

Susana Fernandez
Emilio A. Fernandez
Emilio Fernandez

President
Vice-president
Secretary

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCKS

Shares of Capital Stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Susana Fernandez	300 shares of \$1.00 par value Common Stock
Emilio A. Fernandez	100 shares of \$1.00 par value Common Stock
Emilio Fernandez	100 shares of \$1.00 par value Common Stock

Shares held by initial shareholders, may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders or to this Corporation.

The prices and term and the time within such share may be offered and sold shall be further specified by written agreement among all of the shareholders.

ARTICLE IX - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are)

Susana Fernandez
6230 S.W. 129th Place
Unit 1210
Miami, Florida 33183

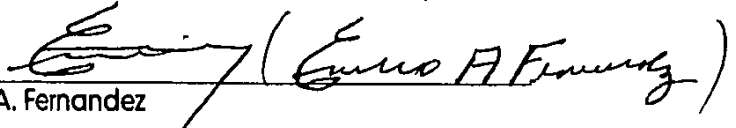
Emilio A. Fernandez
6230 S.W. 129th Place
Unit 1210
Miami, Florida 33183

Emilio Fernandez
6230 S.W. 129th Place
Unit 1210
Miami, Florida 33183

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this twenty-fourth day of March, 1997.



Susana Fernandez



Emilio A. Fernandez



Emilio Fernandez

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

*CERTIFICATE OF REGISTERED AGENT
OF*

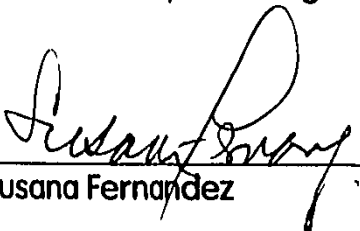
Pro-Magnet Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
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PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.0501, THE FOLLOWING IS SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT 6230 S.W. 129TH PLACE, UNIT 1210, MIAMI, FLORIDA 33183 HAS NAMED MS. SUSANA FERNANDEZ LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

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.



Susana Fernandez

4-10-97

Date