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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
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ACCT#: 071001002335

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NAME: PRO-SOURCE MARKETING INTERNATIONAL, INC.
AUDIT NUMBER.....H97000007648
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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** ENTER 'M' FOR MENU. **

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DIVISION OF CORPORATIONS
97 MAY -9 AM 8:10

D. BROWN MAY - 9 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -9 AM 8:10

**ARTICLE OF INCORPORATION
OF
PRO-SOURCE MARKETING 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 MARKETING, INTER-
NATIONAL, INC.**

**THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE: THE
STATE OF FLORIDA AND ALL THE UNITED STATES: 7891 W FLAGLER ST., STE. 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 COR-
PORATION**

**Prepared by: Luis Frias
11860 SW 18 Terrace #100
Miami, FL 33175
(305) 227-3516**

H97000007648

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

Prepared by: Luis Frias
11860 SW 18 Terrace # 100
Miami, Fl 33175
(305)227-3516

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(ES) 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:

AMHED IBARRA

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

ARTICLE VI INCORPORATOR(S)

**THE NAME(S) AND STREET ADDRESS(ES) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ARE: AMHED IBARRA
9601 FONTAINEBLEAU MILTON, EDIF.12
APT 605
MIAMI, FL 33172**

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 6TH OF MAY, 1997

SIGNATURE(S) OF INCORPORATOR(S)

Amhed Ibarra
AMHED IBARRA

PRESIDENT

H97000007648

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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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 MARKETING INTERNATIONAL, INC.

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

Luis Frias, 7891 West Flagler Street, Suite 2B1

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33144

(CITY/STATE/ZIP)

SIGNATURE Amhed Ibarra

TITLE President

DATE May 6th, 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 [Signature]

DATE May 6th, 1997

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