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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PROTESOUTH FOR AMERICA, INC.

AUDIT NUMBER.....H97000009058

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION OF  
PROTESOUTH FOR AMERICA, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

PROTESOUTH FOR AMERICA, INC.

The principal place of business of this corporation shall be:

PROTESOUTH FOR AMERICA, INC.

2301 COLLINS AVENUE, MEZZANINE 105-E MIAMI BEACH, FLORIDA 33139

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 100 shares of common stock having \$1.00 per value per share; all of one class.

Prepared by:  
Magda Montiel Davis, P.A.  
2650 S.W. 27 Avenue, Ste. 304  
Miami, Florida 33133  
Attorney State License # 236901  
(305) 446-1151

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**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 2301 COLLINS AVENUE, MEZZANINE 105-E MIAMI BEACH, FLORIDA 33139 and the name of the initial registered agent of the corporation at that address is : CARLOS CASA VALENCIA 2301 COLLINS AVENUE, MEZZANINE 105-E MIAMI BEACH, FLORIDA 33139

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. 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/her pro rata share thereof at the price at which it is offered to others.

**ARTICLES VII. DIRECTORS**

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

EMA ELBA PAOLAZZI, PRESIDENT

CARLOS CASA VALENCIA, VICE PRESIDENT

**ARTICLE VIII. INCORPORATOR**

The name and street address of the Incorporator of this corporation is:

EMA ELBA PAOLAZZI, 2301 COLLINS AVENUE, MEZZANINE 105-E MIAMI BEACH,  
FLORIDA 33139

**ARTICLE IX. AMENDMENTS**

These Article of Incorporation may be amended in the manner provided by law.

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**ARTICLE X. MANAGEMENT BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 2nd day of June 1997 for the purpose of forming this Corporation under the laws of the State of Florida.

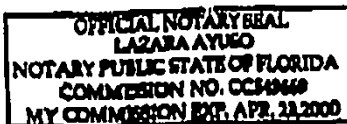
  
\_\_\_\_\_  
EMA ELBA PAOLAZZI, PRESIDENT

STATE OF FLORIDA    )  
                          : SS  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 2nd day of June, 1997 by Ema Elba Paolazzi who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires:



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ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal

this 2nd day of June, 1997

  
CARLOS CASA VALENCIA

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