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6/10/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: PRO SOURCE PERFORMANCE, INC.
AUDIT NUMBER.....H9700009476
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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DEPT. OF STATE
TALLAHASSEE, FLORIDA

RM 6110197

ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRO SOURCE PERFORMANCE, INC.

The undersigned Incorporator(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 PERFORMANCE, INC.

The principal place of business of this corporation shall be:

5525 N.W. 84th AVENUE MIAMI, FL. 33166

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 its value that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1000) SHARES OF COMMON STOCK @ ONE DOLLAR PAR VALUE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

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):

WILLIAM A. FIGUEROA, PRESIDENT, SECRETARY, 5365 W. 14 LANE, HIALEAH, FL 33012

MANUEL DE JESUS CEBALLO, VICE PRESIDENT, TRESURER, 4608 S.W. 2 STREET MIAMI, FL. 33134

Prepare by: Pedro Erigoyan & Associates
2740 N.W. 27 Ave
Miami, FL 33142
(305) 633-6007

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

WILLIAM A. FIGUEROA 5365 W. 14 LANE, HIALEAH, FL. 33012

MANUEL DE JESUS CEBALLO 4608 S.W. 2 STREET MIAMI, FL. 33134

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 9TH day of JUNE, 1997.

Signature(s) of Incorporator(s)

x William A. Figueroa

x Manuel de Jesus Ceballo

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TALLAHASSEE, FLORIDA

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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 PERFORMANCE, INC.

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

MANUEL DE JESUS CEBALLO 4608 S.W. 2 STREET

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL. 33134

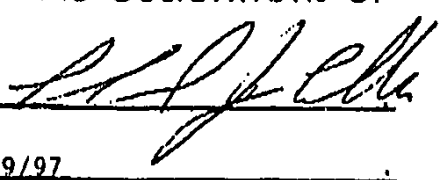
(CITY/STATE/ZIP)

SIGNATURE 

TITLE VICE PRESIDENT

DATE 6/9/97

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 6/9/97

H97000009476