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11/06/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: PROGRAL LIMITADA, INC.

AUDIT NUMBER.....H97000018500

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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

** ENTER 'M' FOR MENU. **

TRANSLATION: PROGRAL LIMITED, INC.

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TALLAHASSEE, FLORIDA

F. CHANDLER NOV 6 1997

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**ARTICLES OF INCORPORATION
OF
PROGRAL LIMITADA, INC.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: Progral Limitada, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

235 NW 28 Street # Rear
Miami, FL 33125

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of common stock having ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Ismael J. Guete
235 NW 28 Street # Rear
Miami, FL 33125

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

Prepared by: Domingo Alonso, CPA
250 Valencia Avenue
Coral Gables, Fl 33134
(305) 448-3898

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ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President

Ismael J. Guete
235 NW 28 Street # Rear
Miami, FL 33125

Vice President

Annette Guete
235 W 28 Street # Rear
Miami, FL 33125

ARTICLE VIII - PREEMPTIVE RIGHTS

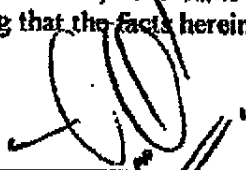
Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Ismael J. Guete
235 NW 28 Street # Rear
Miami, FL 33125

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Ismael J. Guete
President
State of Florida

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BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,

Ismael Gude.

to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *he* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State- above written this *6th* day of *Nov*, 19 *97*

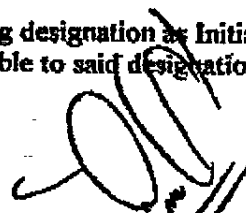

NOTARY PUBLIC, State of Florida

My commission expires:



PIAR PALOMERO
My Commission 00945306
Expires Jan. 20, 1998

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.



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