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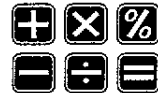
Ortiz & Robles-Garcia

TAX & ACCOUNTING SERVICE

7751 S.W. 26TH ST.

MIAMI, FL 33155

TELEPHONE: (305) 261-5456



February 25, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl 32314

SUBJECT: PRO ADVANCED ENTERPRISES INC

Enclosed is an original and one (1) copy of articles of incorporation and a check for \$131.25 for filing fees, certified copy and certificate of herein above mentioned corporation. Please send all of these documents to

MERCY ROBLES-GARCIA
7751 S.W. 26TH Street
Miami, Fl 33155

Telephone no: (305)261-5456..

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Thanks,


Mercy Robles-Garcia, M.S.
Accountant

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98 MAR -2 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 11 1998

ARTICLES OF INCORPORATION

The undersigned, as proper person acting as incorporator under the laws of the State of Florida, adopt the following articles of incorporation:

FIRST : The name of the incorporation is : **PRO ADVANCED ENTERPRISES INC**

SECOND : The period of its duration is indefinite

THIRD : The purpose of the corporation is mainly of sales and marketing of general products.

FOURTH : The aggregate number of authorized shares is : 500

FIFTH : The corporation will commence business as soon as it is approved under the laws of the State of Florida

SIXTH : The name and address of the initial registered office of the corporation is:
Jose A. Hernandez
18006 S.W. 12 Court
Pembroke Pines, Florida 33029

SEVENTH : Address of the principal place of business is:
18006 S.W. 12th Court
Pembroke Pines, Florida 33029

EIGHT : The number of directors constituting the initial board of directors is three (3), and the name and address of those directors are as follow:

NAME:

Jorge Juver
President

Jose A. Hernandez
Treasurer

Teddy Martinez
Secretary

ADDRESSES:

955 S.W. 2nd. Ave
Miami, Florida 33130

18006 SW 12 Ct.
Pembroke Pines, Florida 33029

2501 S. Ocean Dr. #704
Hallandale, Florida 33019

NINTH : The names and addresses of the incorporators are :

Jorge Juver - 955 S.W. 2nd. Ave. #1107 Miami, Fl 33130
Jose A. Hernandez - 18006 S.W. 12 Court, Pembroke Pines, Fl 33029
Teddy Martinez - 2501 S. Ocean Dr. #704, Hallandale, Fl 33019

TENTH : Each incorporator will equally own 33 and 1/3 percent of the shares outstanding.

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS ~~25th~~ ^{24th} DAY OF ~~JANUARY~~ ^{February}, 1998.


JORGE JUVER -


JOSE A. HERNANDEZ -


TEDDY MARTINEZ -

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is : PRO ADVANCED ENTERPRISES *INC*
- 2- The name and address of the registered agent is:

JOSE A. HERNANDEZ
18006 S.W. 12 Court
Pembroke Pines, Florida 33029

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.


JOSE A. HERNANDEZ

~~JANUARY 29, 1998~~
February 24, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA