

P98000040926

Abel Garcia

May 4, 1998

Department of State
Division of Corporation
Recording Department
P. O. Box 6327
Tallahassee, FL 32314

FEDERAL EXPRESS

RE: ARTICLES OF INCORPORATION

400002513284--2

-05/06/98--01019--027

*****78.75 *****78.75

Dear Sir/ Madam:

Please find enclosed the above referenced documents for processing. Please record the enclosed articles of incorporation and forward my copy to the following address;

131 SE 1st Street
Miami, FL 33131

I have enclosed a cashier check in the amount of seventy-eight dollars and seventy-five cents (78.75) to pay the recording fees. If you have need for further information Please call me at (305) 377-4320

Kind regards.

Sincerely


Abel Garcia

Enclosures
Check

FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAY -6 AM 11:46

FILED

33131

131 SE 1ST STREET MIAMI, FLORIDA
PHONE: (305) 377-4320

⑧


5/14/98

(STATE OF FLORIDA)
(DADE COUNTY)

FILED
98 MAY -6 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

PRO COMP LATIN AMERICA, INC.

The undersigned individual, acting as the incorporator of a corporation under the Florida Business Corporation Act pursuant to Chapter 607 of the Florida Statutes as amended, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME AND PURPOSE

The name of the corporation is Pro Comp Latin America, Inc..

The purpose or purposes for which the corporation is organized are to perform any and all functions related to, or pertaining to the general merchandising, wholesaling, distributing and supping of all types of products and equipment for any and all industries.

To perform any and all functions related to, or pertaining to the computer hardware, software, computer parts, electronic equipment, and electronic parts and supply industry.

To act as a holding company, To purchase and sell stock in other corporate business concerns.

To manage and perform sales in all the above mentioned industries as required or solicited by clients and or customers.

To act and perform as a retailer, wholesaler, distributor and supplier of products in all the above mentioned industries.

To perform and produce all products, techniques and procedures pertaining to the above mentioned industries.

To sell to the public and private at large in the United States of America or foreign countries.

To do all work incidental thereto, or connected therewith, and the doing and performing of all acts or procedures necessary, proper, or client for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

To buy, sell, employ and deal in, either for itself or as an agent for others equipment rental organizations regarding property and equipment.

To buy, sell at retail or wholesale and trade in, barter and exchange new and used equipment, vehicles, equipment and personal property for the purposes of operating a equipment rental concern. To act as a real estate concern.

To purchase, lease, manage and sell real property And to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any objects, or the furtherance of any of the powers herein set forth, either along or in association with other corporations, firms, or individuals; provided the same be not inconsistent with the laws of the State Of Florida. And under the Florida Business Corporation Act.

ARTICLE II: DURATION AND ADDRESS

The period of its duration is perpetual.

The principle place of business and mailing address of this corporation shall be: 131 SE 1ST Street Miami, FL 33131.

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100. The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common stock of par value of one dollar (\$1.00) each, being a total of one hundred dollars (\$100.00) authorized capital stock.

All of the stock shall be common stock and none shall be preferred stock or stock of a different class.

Provisions for the regulation of the internal affairs of the corporation are:

(A) No shareholder of the corporation shall have preemptive rights to purchase any shares of any issuance of the corporation.

(B) The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, to the extent of its unreserved and unrestricted capital surplus available therefore;

(C) The initial Bylaws of the corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors; provided however, that the Board of Directors may not alter, amend, or repeal any bylaw establishing what constitute a quorum at shareholders' meetings.

(D) Directors of the corporation need not be shareholders of the corporation and need not be resident of the State of Florida.

(E) The Board of Directors may from time to time distribute to the shareholders out of the capital surplus of the corporation a portion of the corporation's assets, in cash or property, in the manner prescribed by and subject to the limitations imposed by the Florida Business Corporation Act.

ARTICLE IV: REGISTERED OFFICE/REGISTERED AGENT

The initial registered office address is 131 SE 1ST Street Miami, FL 33131. The initial registered agent is Abel Garcia.

ARTICLE V: DIRECTORS AND INCORPORATORS


The number of directors constituting the initial Board of Directors of the corporation is one (1). The name (s) and address of the person (s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Abel Garcia	131 SE 1ST Street Miami, FL 33131

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Abel Garcia	131 SE 1ST Street Miami, FL 33131

The undersigned incorporator has executed these Articles of Incorporation this 29th day of April, 1998

X 
Abel Garcia, Incorporator

**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 Comp LATIN AMERICA, Inc.

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


ABEL GARCIA
(NAME)

131 SE 1ST STREET
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI, FL 33131
(CITY/STATE/ZIP)

FILED
98 MAY -6 AM 11:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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.


(SIGNATURE)
ABEL GARCIA

5-4-98
(DATE)