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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PROING INTERNATIONAL, INC.

AUDIT NUMBER...... H98000009810

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A. (5) FAX CERT. OF STATUS...O PAGES....

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ARTICLES OF INCORPORATION OF PROING INTERNATIONAL, INC

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: PROING INTERNATIONAL, INC

ARTICLE II: DURATION

The period of duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Agent of this Corporation shall be:

ALONSO YUGUEROS IZQUIERDO 222 NE 27º STREET - SUITE 201 MAIMI, FLORIDA 33137 - USA

ARTICLE IV: PRINCIPAL PLACE OF BUSINESS

The principal office address of this corporation is:

222 NE 27 STREET - SUITE 201 MAIMI, FLORIDA 33137 - USA 98 MAY 27 AM 9: 13 SECRETARY OF STATE ORDER

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These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 35133 U.S.A. Telephone: (305) 858-9191

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ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of this corporation shall be two (2) initially. The name and street address of the initial Directors is:

ALONSO YUGUEROS IZQUIERDO SANDRA JANETH CLAVIJO-BOWMAN 222 NE 27º STREET - SUITE 201 MAIMI, FLORIDA 33137 - USA

ARTICLE VI: OFFICERS

The initial President, Secretary and Treasurer of the Corporation is

ALONSO YUGUEROS IZQUIERDO, President SANDRA JANETH CLAVIJO-BOWMAN, Secretary SANDRA JANETH CLAVIJO-BOWMAN, Treaswy

ARTICLE VII: STOCK

The maximum number of shares that this corporation is authorized to issue and have outstanding is One Thousand Shares.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is:

ALONSO YUGUEROS IZQUIERDO 222 NE 27" STREET - SUITE 201 MAIMI, FLORIDA 33137 - USA

ARTICLE IX: AMENDMENTS

This corporation reserves the right to amend or repeal the provisions of these Articles of Incorporation or any amendments thereto.

These Articles of Incorporation were prepared by Richard J. Lind, Attorney at Law - Florida Bar Number 320064 - 2551 Tigertail Avenue, Miami, Florida 33133 U.S.A. Telephone: (305) 858-9191

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR

HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS

26RD DAY OF MAY 1998.

ALONSO YUGUEROS MO Incorporator

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CERTIFICATE OF DESIGNATION REGISTERED AGENT & REGISTERED OFFICE

Pursuant to the provisions of the 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:

The name of this corporation is: PROING INTERNATIONAL, INC

The name and address of the Registered Agent and Registered Office is:

ALONSO YUGUEROS IZQUIERDO 222 NE 27º STREET - SUITE 201 MAIMI, FLORIDA 33137 - USA

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.

DATED: MAY 26, 1998

LONSO VINCIPEROS IZOUERDO

98 MAY 27 AM 9: 12
SECRETARY OF STATE
ALL AHASSEF FLORID.