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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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99 JAN 19 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PROLATIN OFFICE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Handwritten signature and date: M... 1/19/99

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
ProLatin Office, Inc.

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ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:
12368 S.W. 197 Terrace
Miami, Fl. 33177

ARTICLE III CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares

ARTICLE IV NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is export and import business and any other legal business venture.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Silfrido Hidalgo
12368 SW 197 Terrace
Miami Fl. 33177

Prepared by:
Silfrido Hidalgo
12368 SW 197 Terrace
Miami Fl. 33177
Ph: (305-235-0926)

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Silfrido Hidalgo
12368 SW 197 Terrace
Miami, Fl. 33177

ARTICLE VII DIRECTOR(S)


The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

Silfrido Hidalgo
12368 SW 197 Terrace
Miami, Fl. 33177

ARTICLE VIII TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 15 day of January, 1999



Signature

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

The name of the corporation is: ProLatin Office, Inc.

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

Silfrido Hidalgo
12368 SW 197 Terrace

(P.O.BOX NOT ACCEPTABLE)

Miami, Fl. 33177
(CITY/STATE/ZIP)

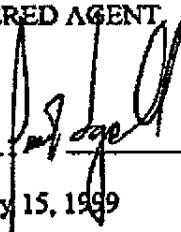
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 _____



DATE: January 15, 1999