

P99000014906

TRANSMITTAL LETTER

January 11, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
32314

SUBJECT: PROMAX U.S.A., INC.

800002774938--3

-02/15/99--01039--006

122.50 **78.75

Enclosed is an original and one ~~copy~~ (1) copy of the articles of incorporation and a check for: \$122.50 filing fee and for certificate copy.

FROM:

PHILIP OVIASOGIE
18350 NW 2ND AVE. SUITE 401
MIAMI, FL 33169
305 - 654 - 1264

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
PROMAX U.S.A., INC.**

ARTICLE I - NAME

The name of the corporation shall be:

PROMAX U.S.A., INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the state of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida, which include but not limited to dealing in the manufacture and sale of products, services, real estate and personal properties, act as agent or broker for others, import-export; and in particular, the organization is to provide temporary-staffing to public and private entities.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue sixty (60) Shares of No par value common stock, which shall be designated "Common Stock"

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 18350 NW 2nd Ave. Suite #401 Miami, Fl 33169 and the name of the initial registered agent of this corporation is PHILIP OVIASOGIE

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

PURIFICACION OVIASOGIE

3404 Sheraton Place
Miramar, Florida 33025

PHILIP OVIASOGIE

3404 Sheraton Place
Miramar, Florida 33025

ARTICLE VIII - INDEMINIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The name and addresses of the persons signing these articles are:

PURIFICACION OVIASOGIE

3404 Sheraton Place
Miramar, Florida 33025

PHILIP OVIASOGIE

3404 Sheraton Place
Miramar, Florida 33025

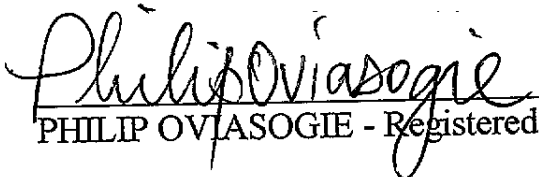
CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and mailing address is:

18350 NW 2nd Ave. Suite #401 Miami, Florida 33169

ACCEPTANCE BY THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as a registered agent for said corporation


PHILIP OVIASOGIE - Registered Agent

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ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11th day of Feb., 1999.

Purification Oviasogie
PURIFICACION OVIASOGIE
Subscriber

Philip Oviasogie
PHILIP OVIASOGIE
Subscriber

STATE OF FLORIDA)
COUNTY MIAMI-DADE)

BEFORE ME a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PURIFICACION OVIASOGIE, PHILIP OVIASOGIE known to be and known to me to be the persons who executed those Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 11th day of Feb., 1999

Adia Hernandez
Notary Public State of Florida at Large

My Commission Expires:

