CAPITAL CONNECTION, INC. 072893

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Progown Corp	6000029606765 -08/16/9901089014 *****78.75 *****78.75
T BROWN AUG 1 6 1999	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy Photo Copy Certificate of Good Standing Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Owner Search
Signature	Fictitious Owner Search
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ARTICLES OF INCORPORATION 99 AUG 16 PM 3:02

OF

ProSouth Corp.

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

ARTICLE I: NAME

The name of the corporation is ProSouth Corp.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1851 West Colonial Drive, Orlando, FL 32804.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

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The name and address of the initial registered agent is Kenneth D. Herron, Jr., 1851 West Colonial Drive, Orlando, FL 32804.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Rafael Fondevila, President Arcos 1641-Piso 21, 1426 Buenos Aires, Argentina

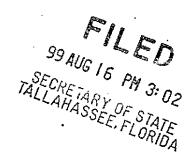
Pablo Gronda, Vice President/Treasurer AV. Leandro N. Alem 712-140. p., 1001 Buenos Aires, Argentina.

The undersigned has executed these Articles of Incorporation this 16th day of August, 1999.

"Capital Connection, Inc. by Lauren Strong, Client Representative"



CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE



Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

ı.	The name of the corporation is: ProSouth Corp.
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2.	The name and street address of the registered agent and office
is:	Kenneth D. Herron, Jr.
•	1851 West Colonial Drive
	Orlando, FL 32804

HAVE 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.

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