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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**proarte.com, inc.**

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION
of
PROARTE.COM, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is PROARTE.COM, INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

2501 SW 102 Avenue
Miami, FL 33165

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent. The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

16101 S.W. 78 Street
Miami, Florida 33193
Office (305) 388-8406
Fax (305) 388-8412
Beeper (305) 782-4221
1-800-860-1000 ID # 664841

Jorge A. Lopez
B.B.A. & M.B.A.

Initials: OC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GIUSEPPE CONCEPCION SS# 589-01-5290
2501 SW 102 Avenue
DADE County
Miami, FL 33165

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

GIUSEPPE CONCEPCION SS# 589-01-5290
2501 SW 102 Avenue
Miami, FL 33165

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an

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improper personal benefit.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

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Certification

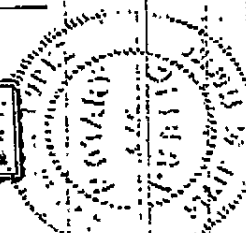
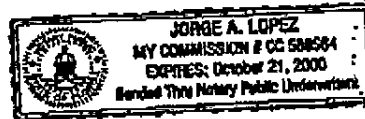
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent.

GIUSEPPE CONCEPTCION, Incorporator and Registered Agent
2501 SW 102 Avenue
Miami, FL 33165

State of Florida, County of Dade, ss:

Subscribed and sworn to (or affirmed) before me this 2nd day of September, 1999.

Notary Public



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TALLAHASSEE, FLORIDA

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Initials:

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