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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

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-10/18/99--01085--004

122.50 **78.75

SUBJECT: Proanswer Incorporated
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$

FROM:

Name (printed or typed)

8568 SW 211th Terr.

Address

Miami, Fl. 33189

City, State & Zip Code

(954) 430-7335

Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Note: Please provide the original and one copy of the Articles.

Proanswer Incorporated
8568 SW 211th Terr.
Miami, Florida 33189

Fax Transmittal Sheet
From 954-430-2866
To 850-487-6804

November 1, 1999


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

Re: Probanc Inc. / Proanswer Incorporated.

At: Ms. Beth Register

Pursuant to our telephone conversation, please be advised that we would like to change the available name of Probanc Inc. to Proanswer Incorporated. Furthermore, officers, shares, address or articles of incorporation remain the same. We apologized for the inconvenience, and thanks in advance for your cooperation.

Sincerely



Altagracia Haberkorn
President



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Proanswer Incorporated

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8568 SW 211th Terr.
Miami, Fl. 33189

ARTICLE III SHARES

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

100 Shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Altagracia Haberkorn
8568 SW 211th Terr.
Miami, Fl. 33189

ARTICLE V INCORPORATOR(S)

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

Juan Valerio Sanchez President
9240 SW 149th Court
Miami, Fl. 33196

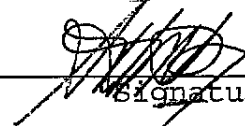
Altagracia Haberkorn Secretary
8568 SW 211th Terr.
Miami, Fl. 33189

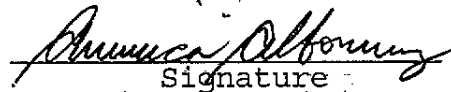
America Albornoiz Vice- President
2535 W 67th Place Bldg. 30, #12
Hialeah, Fl 33016


Stephanie Garcia Treasurer
8568 SW 149th Court
Miami, Fl. 33196

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 14 day of Oct. 1999


Signature


Signature


Signature


Signature

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is Proanswer Incorporated

8568 SW 211th Terr.
Miami, Fl. 33189

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

Altagracia Haberkorn

(Name)

8568 SW 211th Terr.

(P.O. Box or Mail Drop NOT acceptable)

Miami, Fl. 33189

(City/State/Zip)

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)

Oct. 14, 1999

(DATE)