

Charter Number Only

P 95000018733

3/7/95

ROUTMAN & ROUTMAN
Requestor's Name
100 N.E. 84 STREET
Address
MIAMI FL 33138
City State ZIP Phone

VERIFICATION ONLY

800001424148
-03708795--01033--011
****122.50 ****122.50

EFFECTIVE DATE

CORPORATION(S) NAME 03-02-95

UNIVISION BUSINESS CENTER, INC.

- Profit Amendment Merger
- NonProfit Foreign Dissolution Mark
- Limited Partnership Annual Report Other
- Reinstatement Reservation Change of Registered Agent
- Certified Copy Photo Copies Certificate Under Seal
- Call When Ready Call If Problem After 4:30
- Walk In Will Wait Pick Up Mail Out

FILED
MAR 8 11 03
STATE OF FLORIDA
CORPORATION DIVISION

8
Toll Free: 1-800-432-3028

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

H. S. G. MAR - 8 1995

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
UNIVISION BUSINESS CENTER, INC.

FILED
03-02-95

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is UNIVISION BUSINESS CENTER, INC. and its business address is 7921 N.E. 2nd Avenue, Miami, Florida 33138.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue one thousand (1,000), all of which shall be common shares with a par of One Dollar (\$1.00).

ARTICLE V - PRE-EMPTIVE RIGHTS

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

EFFECTIVE DATE
03-02-95

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

UNIVISION BUSINESS CENTER, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 7921 N.E. 2nd Avenue, Miami, Florida 33138, has named USIE MONDESTIN located at 13455 N.E. 10th Avenue, #410, North Miami, Dade County, Florida 33161, as its agent to accept service of process within this state.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially who shall serve until his or her successors, if any, are elected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and addresses of the initial directors of this corporation are as follows:

USIE MONDESTIN

13455 N.E. 10th Avenue, #410
North Miami, Florida 33161

DAVID HILAIRE

826 N.W. 116th Terrace
Miami, Florida 33168

ARTICLE VIII - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation is:

USIE MONDESTIN
13455 N.E. 10th Avenue, #410
North Miami, Florida 33161

DAVID HILAIRE
826 N.W. 116th Terrace
Miami, FL 33168

ARTICLE IX - BY-LAWS

The power to adopt, later, amend or repeal by-laws shall be vested in the shareholders of this corporation.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

USIE MONDESTIN	500
DAVID HILAIRE	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLES XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XII - MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of this corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

Amendments to the Certificates of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of March, 1995.

Usie Mondestin
USIE MONDESTIN, Incorporator

David Hilaire
DAVID HILAIRE, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared USIE MONDESTIN and DAVID HILAIRE, known to me be the person or who produced FL DRIVERS LICENSES as identification, who, as Incorporator, executed the foregoing Articles of Incorporation of UNIVISION BUSINESS CENTER, INC. and they acknowledged that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 2nd day of March, 1995.

Michelle Marie Helm

MICHELLE MARIE HELM
NOTARY PUBLIC, State of Florida

My commission expires: NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 12/31/95
RENEWED 06/01/95 GENERAL PUBLIC

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND

FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 2nd DAY OF MARCH, 1995.

Usie Mondestin
USIE MONDESTIN, Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared USIE MONDESTIN, known to me or who produced (C. DRIVER'S LICENSE) as identification and who executed the foregoing Acceptance of Registered Agent, and she acknowledged that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 2nd day of March, 1995.

Michelle Marie Helm
MICHELLE MARIE HELM
NOTARY PUBLIC, State of Florida

My commission expires:

EXPIRES: 12/31/95
NOTARY PUBLIC STATE OF FLORIDA
MICHELLE MARIE HELM

FILED
95 MAR -8 11:09:33
NOTARY PUBLIC STATE OF FLORIDA

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UNIVISION BUSINESS CENTER, INC.
7921 N.E. 2 AVE.
MIAMI, FL 33138
305-751-3378

368

65-288/879
41

TO THE ORDER OF FLA Dept of STATE Division of CORPORATIONS ANNUAL REPORT 3/18th 1997
NINETY SIX and 25/100 DOLLARS \$ 96.25

697-001
7500 Northwest 2nd Avenue
Miami, Florida 33150

P95000018733

⑆0000368⑆ ⑆067003985⑆

⑆596258662⑆

[Handwritten Signature]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 31 PM 3:57

APPROVED
AND
FILED

RECEIVED
97 MAR 21 AM 8:37
DIVISION OF CORPORATIONS

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CM
W97000006944
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

UNIVISION BUSINESS CENTER, INC.
7921 N.E. 2 AVENUE
MIAMI, FL 33138

SUBJECT: UNIVISION BUSINESS CENTER, INC.
Ref. Number: P95000018733

We have received your document for UNIVISION BUSINESS CENTER, INC. and check(s) totaling \$96.25. However, your check(s) and document are being returned for the following:

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 897A00015251

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

UNIVISION BUSINESS CENTER, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

THE NAME OF THE CORPORATION
IS HEREBY AMENDED TO BE:

DAVID AND ESCARMENT CONSULTANTS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 31 PM 3:55

APPROVED
AND
FILED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 03-15-97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of MARCH, 19 97

Signature

[Signature] DAVID HILAIRE

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DAVID HILAIRE

Typed or printed name

PRESIDENT

Title

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 MAR 31 PM 2:55

APPROVED
AND
FILED