

03/08/96

1117 NICOLAS FERNANDEZ, P.A.

(305-)461-0410

P 001

Handwritten: P 0000000070

TO: DIVISION OF CORPORATIONS, DEPARTMENT OF STATE, 405 EAST PALM BEACH STREET, TALLAHASSEE, FL 32399
 FROM: NICOLAS FERNANDEZ, P.A., 2605 LINDSEY ROAD, FORT GAINES, FL 32404
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((H96000003332)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: ESQUIRE CORPORATE SERVICES, INC.
 FAX AUDIT NUMBER: H96000003332 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 03/08/1996 TIME REQUESTED: 10:40:00
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Handwritten: Re: Jay Pass
 5/12/96

Handwritten: [Signature] 3/12

81-11117 3-011193
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 8, 1996

NICOLAS FERNANDEZ, P.A.
CORAL GABLES, FL 33134
SUBJECT: ESQUIRE CORPORATE SERVICES, INC.
REF: W96000005188

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

RE-FAX PAGE 2 OF ARTICLES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Lorin Poole
Corporate Specialist

FAX Aud. #: E96000003332
Letter Number: 696A00010488

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**ARTICLES OF INCORPORATION
OF
ESQUIRE CORPORATE SERVICES, INC.**

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95 MAR 11 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **ESQUIRE CORPORATE SERVICES, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

ESQUIRE CORPORATE SERVICES, INC.

and the principal place of business is:

**c/o Nicolas Fernandez, P.A.
2655 LeJeune Road, P.A.
PH-1D
Coral Gables, Florida 33134**

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in corporate services and in all businesses incidental thereto and may

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**Nicolas Fernandez, P.A. Bar #796719
Gables International Plaza
2655 Le Jeune Road
Penthouse 1-D
Coral Gables, FL 33134**

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engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2655 LeJeune Road, PH-1D, Coral Gables, FL 33134 and the name of the corporation's initial registered agent at that address is Nicolas Fernandez, Esq..

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director(s) are:

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Name:	Address:
Nicolas Fernandez	c/o Nicolas Fernandez, P.A.
Ana Perez-Fernandez	2655 LeJeune Road, Ph-1D Coral Gables, Florida 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Nicolas Fernandez, Esq.
2655 LeJeune Road, PH-1D
Coral Gables, Florida 33134

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

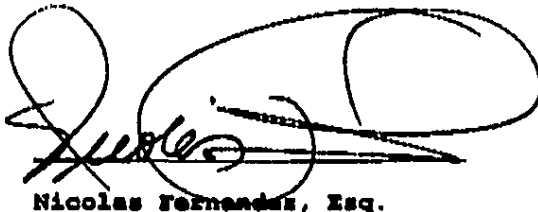
ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject

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to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of March, 1996.

A large, stylized handwritten signature in black ink, appearing to read 'Nicolas Fernandez', is written over a horizontal line. The signature is highly cursive and loops around itself.

Nicolas Fernandez, Esq.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **ESQUIRE CORPORATE SERVICES, INC.**, in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.



Nicolas Fernandez, Esq.

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