

PA6000047494

May 9, 1996

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

1 000007 1 0021 007 1
-05/14/96--01119--013
****122.50 ****122.50

Dear Sirs:

Please find enclosed all appropriate paper work in order to approve incorporation of "CIPS, INC". A check in the amount of \$122.50 has also been enclosed, payable to "Secretary of State".

If there are any questions then please call me immediately in order to expedite this new incorporation.

Thank you in advance,

W96-10844



Aldo G. Bardales

16751 N.E. 9th Avenue
Suite 503
N. Miami Beach, FL 33162
(305) 652-6389

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 14 AM 10:09

W96-10844

May 28, 1996

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

SECRET
MAY 14 1996
AM:CG

Dear Sirs:

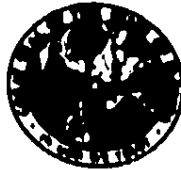
Please find enclosed all appropriate paper work in order to approve incorporation of "CIPS INTERNATIONAL, INC". A copy of letter from the Corporate Specialist, Ms. Vickie Whitfield is included.

If there are any questions then please call me immediately in order to expedite this new incorporation.

Thank you in advance,


Aldo G. Bardales

16751 N.E. 9th Avenue
Suite 503
N. Miami Beach, FL 33162
(305) 652-6389



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1996

ALDO G. BARDALES
16751 N.E. 9TH AVENUE, SUITE 503
N. MIAMI BEACH, FL 33162

SUBJECT: CIPS, INC.
Ref. Number: W96000010844

We have received your document for CIPS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 296A00025260

**ARTICLES OF INCORPORATION
OF
CIPS INTERNATIONAL, INC.**

SECRETARY OF STATE
CORPORATION DIVISION
55 MAY 14 PM 03:09

We, the undersigned, being of legal age a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be "CIPS INTERNATIONAL, INC." and the initial address of the corporation shall be 16751 NE 9th Avenue, Suite 503, N. Miami Beach, FL 33162.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$ 1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rate share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 16751 NE 9th Avenue, Suite 503, N.

Miami Beach, FL 33162 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial register agent will be Aldo G. Bardales located at 16751 NE 9th Avenue, Suite 503, N. Miami Beach, FL 33162.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote thereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>Name</u>	<u>Address</u>
Aldo G. Bardales	16751 NE 9th Avenue, Suite 503 N. Miami Beach, FL 33162
Laura R. Burgos	16751 NE 9th Avenue, Suite 503 N. Miami Beach, FL 33162

ARTICLE VIII

The name and address of the Incorporator is Aldo G. Bardales, 16751 NE 9th Avenue, Suite 503, N. Miami Beach, FL 33162.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent

ARTICLE XI

This corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

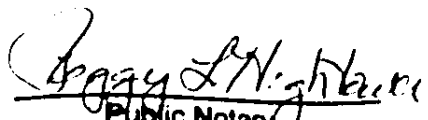
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of May, 1996.


Aldo G. Bardales Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DATE)

BEFORE ME, the undersigned authority, personally appeared **Aldo G. Bardales**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 9th day of May, 1996.


Peggy L. Hightower
Public Notary
Florida
D.C. 6546

May 9, 1996
Date

My Commission Expires:
June 15, 1998

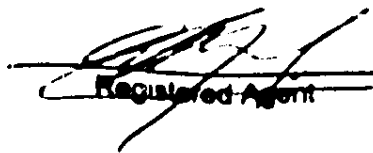
OFFICIAL NOTARY SEAL
PEGGY L. HIGHTOWER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC383591
MY COMMISSION EXP. JUNE 15, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

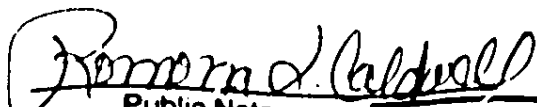
In compliance with the laws of Florida, the following is submitted

First, that, **CIPS INTERNATIONAL, INC.**, desiring to organize under the laws of the State of Florida, has named **Aldo G Bardales** 18751 NE 9th Avenue, Suite 503 N Miami Beach, FL 33162. County of Dade, State of Florida, as its Statutory Registered Agent

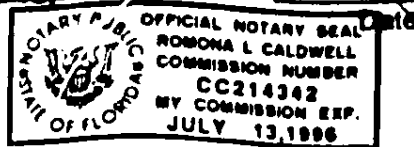
Having been named the Statutory Registered Agent of the above Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open


~~Registered Agent~~ Aldo G Bardales

Date this 28th day of May, 1996


Public Notary

May 28, 1996



My Commission Expires: 7-13-96

55 MAY 14 AM 10:09