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NAME: LOPEZ AGUIAR AND CANCIO, P.A.
AUDIT NUMBER.....H98000013613

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

10

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

LOPEZ-AGUIAR AND CANCIO, P.A.

The undersigned natural persons, whom is licensed or otherwise legally authorized to practice the legal profession in the State of Florida, hereby associates with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is LOPEZ- AGUIAR AND CANCIO, P.A.

ARTICLE II - PURPOSE

The purpose of the corporation is to (A) To engage in the practice of legal services as a professional corporation and to own and operate a legal office for the purpose of providing legal

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services. To promote legal research and knowledge; and (B) to own real and personal property, enter into contract, and engage in any lawful business necessary for the rendering of such professional services. (C) To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation. The purpose of this corporation shall be carried out only through officer, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional legal services in the State of Florida.

The sole and exclusive professional service to be rendered by the corporation is to render legal services, and legal representations for all cases and needs without restrictions.

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is One Hundred (100) shares. (Such shares shall be of a single class of common stock, and shall have no par value). (Such shares shall be only one class of shares).

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ARTICLE IV - CAPITALIZATION

The amount of the capital with which the corporation will begin to practice the Legal profession is not less than Five Hundred Dollars (\$500.00).

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The initial post office address of the principal office of the corporation in the State of Florida is Cantelop Building, 2300 Coral Way, First Floor, Miami, Florida 33145. The managing stockholder may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is 2300 Coral Way, Second Floor, Miami, Florida 33145. The registered Agent at the registered address is Florida Annual Report Services, Inc.

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ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by its shareholders pursuant to Section 607.111 (1) of the Florida Statutes, and there shall be no directors.

ARTICLE VIII - SUBSCRIBERS

The name and address of each person signing these articles of incorporation and the number of shares they agree to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
CARLOS C. LOPEZ-AGUIAR.	2300 Coral Way, Suite 100 Miami, Florida 33145	50
HUMBERTO CANCIO, JR.	2300 Coral Way, Suite 100 Miami, Florida 33145	50

ARTICLE IX - DISSOLUTION

The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 51% of the outstanding shares

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of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by them.

IN WITNESS HEREOF, WE, the undersigned incorporators of this corporation, have executed these articles of incorporation at Miami, Florida on July 7, 1998.


CARLOS C. LOPEZ AGUIAR


HUMBERTO CANCIO, JR

Prepared by :
Humberto Cancio, Jr., Esq.
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Miami, Florida 33145
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of DADE, State of FLORIDA, has named FLORIDA ANNUAL REPORT SERVICES, INC., a Florida corporation located at 2300 Coral Way, Second Floor, Miami, Florida 33145, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

FLORIDA ANNUAL REPORT SERVICES, INC.

[Handwritten Signature]
By _____

AMADA CANTERA LOPEZ, PRESIDENT

Prepared by :
Humberto Cancio, Jr., Esq.
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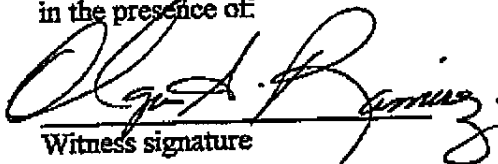
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Re: Lopez Aguiar and Cancio, P.A.
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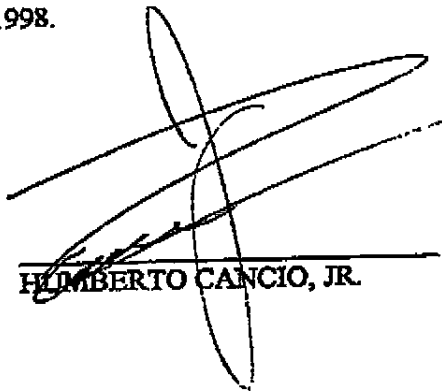
the full facts of this affidavit, and understands its contents.


FURTHER THE AFFIANTS SAYETH NAUGHT:

DATED this 24 day of July, 1998.

Signed Sealed and delivered
in the presence of


Witness signature


HUMBERTO CANCIO, JR.


Witness name

Witness signature

Witness name

Witness signature

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Affidavit of Humberto Cancio, Jr.
Re: Lopez Aguiar and Cancio, P.A.
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STATE OF FLORIDA)
)SS:
COUNTY OF)

BEFORE ME, the undersigned Notary Public, personally appeared Humberto Cancio, Jr., individually and as Individually and as Incorporator of Lopez Aguiar and Cancio, P.A. who is either personally known to me or produced as their identification, a State of Florida Driver's Licenses, Nos.: TOM EWELL KNOWX and he acknowledged before me, under oath, that he executed the foregoing affidavit, for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 24th day of July, 1998.

MY COMMISSION EXPIRES:

NOTARY PUBLIC, State of Florida at Large

OFFICIAL NOTARY SEAL
AMADA CANTERA LOPEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC522230
MY COMMISSION EXPIRES JAN. 2, 2000

Name of Notary

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