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TRANSMITTAL LETTER

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

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*****87.50 *****87.50

SUBJECT: Alvarez, Rodriguez-Ecay & Company, P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: EMILIO F. ALVAREZ
Name (Printed or typed)

782 N.W. 42 Avenue, Suite 545
Address

Miami, Florida 33126
City, State & Zip

(305)444-6503
Daytime Telephone number

FILED
99 JUN -1 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

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FILED
99 JUN - 1 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALVAREZ, RODRIGUEZ-ECAY & COMPANY, P.A.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Alvarez, Rodriguez-Ecay & Company, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation in the State of Florida is 782 N.W. 42 Avenue, Suite 545, Miami, Florida 33126.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND shares of ONE AND 00/100 Dollar par value common stock, which shall be designated "Common Shares", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Emilio F. Alvarez 782 N.W. 42 Avenue, Suite 545
Miami, Florida 33126

ARTICLE V - INCORPORATOR

The name and address of the person or persons signing these Articles of Incorporation and the number of shares of stock he has agreed to take is as follows:

EMILIO F. ALVAREZ	782 N.W. 42 Avenue, Suite 545 Miami, Florida 33126	720 shares
HELIO RODRIGUEZ-ECAY	782 N.W. 42 Avenue, Suite 545 Miami, Florida 33126	280 shares

ARTICLE VI - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State.

ARTICLE VII – PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VIII – PREEMPTIVE RIGHTS

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

ARTICLE IX – BOARD OF DIRECTORS

This Corporation shall have two Directors. The name and address of each Director of this Corporation is:

EMILIO F. ALVAREZ	782 N.W. 42 Avenue, Suite 545 Miami, Florida 33126
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HELIO RODRIGUEZ-ECAY	782 N.W. 42 Avenue, Suite 545 Miami, Florida 33126
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ARTICLE X – OFFICERS

This Corporation shall have two Officers. The name, title, and address of each Officer of this Corporation is:

HELIO RODRIGUEZ-ECAY	President/Treasurer	782 N.W. 42 Avenue, Suite 545 Miami, Florida 33126
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EMILIO F. ALVAREZ	Vice-President/Secretary	782 N.W. 42 Avenue, Suite 545 Miami, Florida 33126
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ARTICLE XI – BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XII – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII – CALLING OF SPECIAL MEETINGS

Special Meeting of Shareholders may be called by anyone of the persons or groups below:

- A. The Board of Directors.
- B. The holders of not less than one-half of all the shares entitled to vote at the meeting.
- C. Such other persons or groups as may be authorized in the Articles of Incorporation or the By-Laws.

ARTICLE XIV- SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not approval is required by law.

ARTICLE XVI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows:

- A) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property of any interest therein, wherever situated.
- C) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- D) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141.
- E) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, State, territory, governmental district or municipality, or of any instrumentality thereof.
- F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises and income.
- G) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- H) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without this State.
- I) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- J) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation or the affairs of the Corporation.
- K) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- L) To transact any lawful business which the Board of Directors shall find will be in aid or governmental policy.
- M) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees of its subsidiaries.
- N) To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprises.
- O) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XVII – DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

ARTICLE XVIII – MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX – ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by unanimous written consent as provided by law.

ARTICLE XX – INDEMNIFICATION

The Corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 27 day of May, 1999.

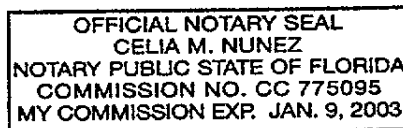
Emilio F. Alvarez
Helio Rodriguez-Ecay

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Emilio F. Alvarez and Helio Rodriguez-Ecay, known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me the execution of the foregoing Articles of Incorporation, this 28th day of May 1999.

Celia M. Nunez
NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE OF REGISTERED AGENT

OF

ALVAREZ, RODRIGUEZ-ECAY & COMPANY, P.A.

In compliance with section 48.091, Florida Statutes, the following is submitted:

That Alvarez, Rodriguez-Ecay & Company, P.A., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at City of Miami, State of Florida, has named Emilio F. Alvarez located at 782 N.W. 42 Avenue, Suite 545, Miami, Florida 33126, as its agent to accept service of process within Florida.

Alvarez, Rodriguez-Ecay & Company, P.A.

By: 
Emilio F. Alvarez

Date: May 27, 1999

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 provision of said Act relative to keeping open said office.

By: 
Emilio F. Alvarez

Date: May 27, 1999

FILED
99 JUN -1 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA