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TRANSMITTAL LETTER

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-08/18/99-01055-004

*****70.00 *****70.00

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

SUBJECT: SUAREZ & SUAREZ REFERRAL SERVICES, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 70.00.

FROM: N.A.F.A. ATTORNEYS, P.A.
Name (printed or typed)
11890 S.W. 8th STREET
Address
MIAMI, FL 33184
City, State & Zip
(305) 553-6100
Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 18 PM 1:48

FILED

Note: Please provide the original and one copy of the Articles.

T BROWN AUG 24 1999

ARTICLES OF INCORPORATION

OF

SUAREZ & SUAREZ REFERRAL SERVICES, INC.

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99 AUG 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SUAREZ & SUAREZ REFERRAL SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**3201 N.E. 32 AVENUE SUITE 3-E
FORT LAUDERDALE, FL. 33308**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**ONE THOUSAND SHARE OF COMMON STOCK AT NON PAR
VALUE**

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**N.A.F.A. ATTORNEYS, P.A.
11890 S.W 8th Street PH-4
Miami, FL 33184**

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

INCORPORATOR: MALBRIT J. MALAVE

Officer(s):
President

MALBRIT J. MALAVE
10710 W. SAMPLE ROAD
CORAL SPRINGS, FL. 33065

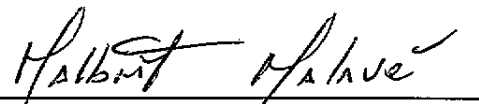
Vice-President

CARLOS MANUEL SUAREZ
3201 N.E. 32 AVENUE APT. 3-E
FORT LAUDERDALE, FL. 33308

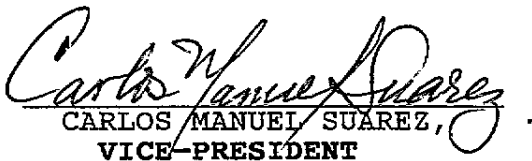
Secretary:

CARLOS EDUARDO SUAREZ
3201 N.E. 32 AVENUE APT. 3-E
FORT LAUDERDALE, FL. 33308


The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 11th day of August, 1999.



MALBRIT J. MALAVE,
PRESIDENT



CARLOS MANUEL SUAREZ,
VICE-PRESIDENT



CARLOS EDUARDO SUAREZ,
SECRETARY

Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

SUAREZ & SUAREZ REFERRAL SERVICES, INC.

2. The name and address of the registered agent and office is:

N.A.F.A. ATTORNEYS, P.A.

(NAME)

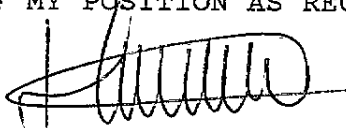
11890 S.W. 8th Street PH-4

(ADDRESS)

Miami, FL 33184

(CITY/STATE/ZIP CODE)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature

HUMPHREY PACHECKER

OFFICE ADMINISTRATOR

8/10/99

Date