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TO: DIVISION OF CORPORATIONS FROM: FAB-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591

((H96000008148)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HOLGUIN INSURANCE AGENCY, INC.
FAX AUDIT NUMBER: H96000008148 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/11/1996 TIME REQUESTED: 13:12:11
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 071001002335

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**ARTICLES OF INCORPORATION
OF
HOLGUIN INSURANCE AGENCY, INC.**

ARTICLE I- NAME

The name of this Corporation is **HOLGUIN INSURANCE AGENCY, INC.**

ARTICLE II- DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing

ARTICLE III- PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is:
ERCILIA HOLGUIN, 1890 WEST 56th. STREET, APT. 1213, Hialeah, FL 33012.
The Principal Place of Business of the Corporation shall be **1890 WEST 56th. STREET, APT. 1213, HIALEAH, FL 33012.**

ARTICLE V- INITIAL BOARD OF DIRECTORS

This Corporation shall have Four (4) Director(s) initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director(s) is:

NAME	ADDRESS
ERCILIA HOLGUIN PRESIDENT- 175 SHARES	1890 WEST 56th. ST. APT. 1213 Hialeah, Florida 33012
GUARIONEX RIVERA VICE-PRESIDENT- 175 SHARES	1890 WEST 56th. ST. APT. 1213 Hialeah, Florida 33012
JANZEL HIDALGO SECRETARY- 75 SHARES	1890 WEST 56th. ST. APT. 1213 Hialeah, Florida 33012
JANICE LOPEZ TREASURY-75 SHARES	1890 WEST 56th. ST. APT. 1213 Hialeah, Florida 33012

PREPARED BY:
Rafael R. Martinez
Denaar Enterprises Accounting Services, Inc.
1530 West 84th Street, Suite 777 Hialeah, Florida 33014
Ph: (305) 558-4947 Fax: (305) 821-9794

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ARTICLE VII- LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

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

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X- INCORPORATOR

The persons signing these articles is **ERCILIA HOLGUIN**.

ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10 day of June of 1996.


ERCILIA HOLGUIN

President


GUARNIONEX RIVERA

Vice-President


JANICE HIDALGO

Secretary


JANICE LOPEZ

Treasurer

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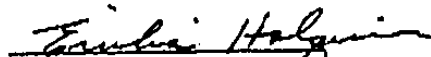
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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

First that **HOLGUIN INSURANCE AGENCY, INC.** desiring to organize under the laws of the State of **FLORIDA** with its principal office, as indicated in the articles of incorporation has named **ERCILIA HOLGUIN**, located at Hialeah, County of Dade State of Florida, as its agent to accept service of process within this state.

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.


ERCILIA HOLGUIN
Registered Agent

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