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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Al... Rest.*

LAW OFFICES
IVAN A. GOMEZ. P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
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IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

December 4, 2002

AIRBORNE EXPRESS # 2545147124

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Mouriz, Salazar & Associates, Inc.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation. In addition, a check in the sum of \$43.75 is enclosed for the following fees:

Filing fee	\$35.00
Certified Copy	\$ 8.75

Please file the original of the enclosed Amended and Restated Articles of Incorporation and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,


Ivan A. Gomez

LAG/imp
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOURIZ, SALAZAR & ASSOCIATES, INC.
a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, officers of MOURIZ, SALAZAR & ASSOCIATES, INC., a Florida corporation ("Corporation"), pursuant to Section 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of the Corporation is MOURIZ, SALAZAR & ASSOCIATES, INC.

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office of the Corporation is located at 7695 S.W. 104th Street, Suite 100, Miami, Florida 33156, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the Registered Agent of the Corporation at that address is IAG Corporate Services, Inc..

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have three (3) directors to hold office until the next annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
George Mouriz	7695 S.W. 104th Street Suite 100 Miami, Florida 33156
Gabriel Salazar	7695 S.W. 104th Street Suite 100 Miami, Florida 33156
Jose Saumell	7695 S.W. 104th Street Suite 100 Miami, Florida 33156

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators or subscribers to these Amended and Restated Article of Incorporation are:

<u>Name</u>	<u>Address</u>
George Mouriz	7695 S.W. 104th Street Suite 230 Miami, Florida 33156
Gabriel Salazar	7695 S.W. 104th Street Suite 230 Miami, Florida 33156
Jose Saumell	7695 S.W. 104th Street Suite 100 Miami, Florida 33156

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing amended and restated Articles of Incorporation was adopted by all of the Directors and all of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on 12/2/02, manifesting their intention that these Articles of Amendment to the Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 2 day of December 2002.



GEORGE MOURIZ



GABRIEL SALAZAR



JOSE SAUMELL

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of MOURIZ, SALAZAR & ASSOCIATES, INC., as made in the foregoing Articles of Incorporation.

LAG Corporate Services, Inc..

Date: 12/2/02

By: Ivan A. Gomez, President