

PROCEEDING 920

LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

FILED
00 APR 28 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PONCE & PONCE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

300003228813-13
04/28/00-01062-017
*****78.75 *****78.75

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examined's Initials

ARTICLES OF INCORPORATION

OF
==

PONCE & PONCE, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The Legal Name of this Corporation is:

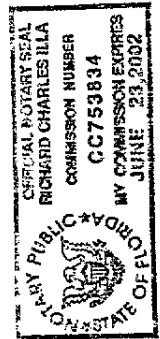
PONCE & PONCE, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any business and / or activities permitted under the Laws of the United States of Americas and State of Florida.



ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is ONE HUNDRED, Shares of Common Stock having a per value of \$ 1.00 (One) per each share. The Capital Stock is \$ 100.00.

ARTICLE - V

INITIAL AND PRINCIPAL REGISTERED OFFICE AND AGENT

The initial and principal registered office of this Corporation shall be at : 85 GRAND CANAL DRIVE, SUITE # 310, MIAMI, FLORIDA 33144. and the initial and principal registered agent of the Corporation shall be: JUAN CARLOS PONCE, who upon accepting this designation and agree, to comply with the provisions of Section No. 48.091, Florida Status as amended from time to time, with respect to keeping an office open for service of process.

APR 25 2000

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of ONE member. The number of Directors may be increased and / or decreased from time to time, by the affirmative vote of a majority of the Board of Directors and by the affirmative vote of the stockholders of not less than two-thirds (2/3) of the outstanding stock of the corporation. The number of Directors never shall be less than One (1) and no more than Five (5). The Names and addresses of the Directors constituting the initial Board of Directors are:

NAME	ADDRESS
1.-JUAN CARLOS PONCE PRESIDENT & SECRETARY	85 GRAND CANAL DRIVE # 310 MIAMI, FL 33144

ARTICLE - VII

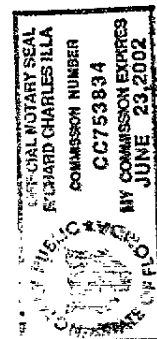
The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a two-thirds (2/3) majority and regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock.

ARTICLE VIII- INCORPORATOR

he Name and Address of the Incorporator signing these Articles of Incorporation is:

NAME	ADDRESS
JUAN CARLOS PONCE INCORPORATOR	GRAND CANAL DRIVE # 310 MIAMI, FLORIDA 33144.


INCORPORATOR-SIGNATURE



APR 25 2000


ACCEPTANCE OF REGISTERED AGENT
=====

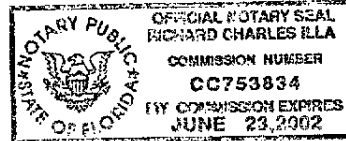
Having been Named to accept Service of Process for : PONCE & PONCE, INC. at the place designated in the Articles of Incorporation. I JUAN CARLOS PONCE, accept to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open said office.

Miami-Dade County
State of Florida
Date: APRIL 26th, 2000

By: 
Signature - Registered Agent.

Subscribed and Sworn to this
26th day of April, 2000 on Miami
Dade County, State of Florida
before me:


Richard Charles Illa.
Notary Public at large of Florida



My Commission Expires on:

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TALLAHASSEE FLORIDA
APR 25 2000