

OFFICE USE ONLY (Document #)

Handwritten: 000045553

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

Vertical stamp: 00 MAY - 8 AM 10:40 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vertical stamp: 00 MAY - 8 AM 10:40 RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

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

1. HANDHELD CITIES MIAMI, CORPORATION
(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

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

100003242231-2
-05/08/00--01061--002
*****78.75 *****78.75

Examiner's Initials

00 MAY -8 AM 11:51
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provision of the state of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be

HANDHELD CITIES MIAMI, CORPORATION

ARTICLE II

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

ARTICLE III

The maximum shares of stock, with \$ 1.00 par value, that this corporation is authorized to have outstanding at any time is One hundred (100) shares.

ARTICLE IV

The amount of capital which this corporation will begin business not less than One hundred 00/100 dollars.

ARTICLE V

This corporation is to have perpetuated existence.

ARTICLE VI

The principal office and Registered address of this Corporation shall be

17100 COLLINS AVE # 224
NORTH MIAMI BEACH, FL. 33160

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall be duly qualified, are:

PRESIDENT	ALVARO I. BARRERA 15325 SW 111 Street MIAMI, FL. 33176.	33-1/3
VICE-PRESIDENT	JAIRO E. VARON GIL 6995 NW 186 ST # 405-E MIAMI LAKES, FL.33015.	33-1/3
SECRETARY TREASURY	MARIA MORAN 290-174 ST # 905 NORTH MIAMI BEACH, FL.33160.	33-1/3

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

ALVARO I. BARRERA 15325 SW 111 ST MIAMI, FL. 33176.	JAIRO E. VARON GIL 6995 NW 186 ST # 405-E MIAMI LAKES, FL.33015	MARIA MORAN 290-174 ST # 905 NORTH MIAMI BEACH, FL. 33160.
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ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation shall be affected or invalidated is or are interested in, or is a Director or Officer of, or are Directors or Officers of, such other Corporation.

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspection any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws, confers powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

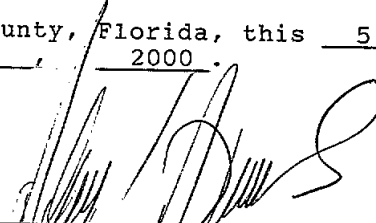
ARTICLE X

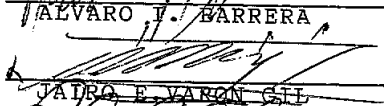
The Corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of stock in any Corporation, all or any part of the business, goodwill, rights, property and assets or of any individual, and to pay for the same in cash with the stock of this Corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conduct and management of such business.


to enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so alone.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a Corporation for profit to do business both within and without the state of Florida, do hereby make, subscribe and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the Articles as herein stated.

Subscribed at Hialeah, Dade county, Florida, this 5 days of MAY 2000.



ALVARO I. BARRERA


JAIRO E. VARON GIL


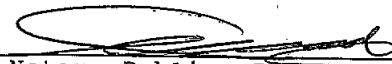
MARIA MORAN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared ALVARO I. BARRERA, JAIRO E. VARON GIL and MARIA MORAN

who, after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purpose therein set forth.

WITNESS my hand and official seal at Hialeah, Dade county, Florida, this 5 days of MAY 2000.



Notary Public, State of Florida
at large.

My Commission Expires:

 **CRISTINA C. TORAL**
COMMISSION # CC 672727
EXPIRES SEP 30, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING CHANGE OF
PLACE OF BUSINESS OF DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in accordance with said Act:

That **HANDHELD CITIES MIAMI, CORPORATION.**
is qualified to do business under the laws of the state of Florida, with its principal office at:

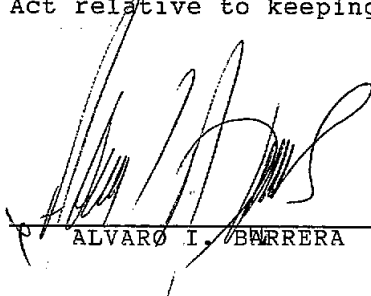
and has appointed

ALVARO I. BARRERA

as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the certificate I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ALVARO I. BARRERA

00 MAY -8 AM 11:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED