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TRANSMITTAL LETTER

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

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*****87.50 *****87.50

SUBJECT: PROFESSIONAL CONTRACTORS ASSOCIATES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: RICARDO J. GONZALEZ III
Name (Printed or typed)

2451 BRICKELL AVENUE SUITE 204
Address

MIAMI, FLORIDA 33129
City, State & Zip

(305) 858-4439
Daytime Telephone number

FILED
00 MAY -8 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

5-11
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ARTICLES OF INCORPORATION
OF
PROFESSIONAL CONTRACTORS ASSOCIATES, INC.

FILED
00 MAY -8 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby join and unite in the common purpose of organizing a corporation for profit, by and under the Articles following, governed by and in accordance with the laws of Florida.

ARTICLE I

The name of the corporation is Professional Contractors Associates, Inc.

ARTICLE II

This Corporation shall have a perpetual existence, unless and until it shall be determined that, pursuant and in accordance with the procedure as set forth by law, the corporation shall undergo dissolution.

ARTICLE III

To such extent as a corporation organized under the Business Corporation law of this State may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes of the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation law of this State or under any act amendatory thereof, supplemental thereto, or substituted thereof.

ARTICLE IV

This corporation shall have an authorized issue of One Hundred (100) shares of Common Stock of no par value and said shares shall be nonassessable and contain rights of preemption.

ARTICLE V

This corporation shall commence its business with a capital stock of Five Hundred dollars and no/100 (\$500.00) Dollars.

ARTICLE VI

This corporation shall not be limited as to the number of locations of its offices or places of business within and without the State of Florida, and in any foreign countries, as may be necessary and convenient, but the principal office of the corporation shall be at 2451 Brickell Avenue, Suite 20-H, Miami, Florida 33129.

ARTICLE VII

The names, post office addresses, number of shares, and value of each share of each subscriber to this Certificate of Incorporation are as follows:

Shares

Ricardo J. Gonzalez III	100
2451 Brickell Avenue, Suite 20-H	
Miami, Florida 33129	

ARTICLE VIII

Every Shareholder, upon the sale for cash of any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

The street address of the initial registered office of this corporation is 2451 Brickell Avenue, Suite 20-H, Miami, Florida 33129, and the name of the initial registered agent is Ricardo J. Gonzalez III, 2451 Brickell Avenue, Suite 20-H, Miami, Florida 33129.

ARTICLE X

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Ricardo J. Gonzalez III	2451 Brickell Avenue, Suite 20-H
	Miami, Florida 33129

ARTICLE XI

The business of this corporation shall be managed by a Board of Directors of not less than one director, who shall be subjected only to such limitations as may be provided by this Certificate of Incorporation or an amendment thereof, such Board of Directors shall have full control over the affairs of the corporation and may authorize the exercise of all its corporate

powers; a majority of the Board of Directors of the Corporation, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, it shall not be necessary for director to be stockholders, subject to the By-Laws of the corporation director's meeting which may be held without or within the State.

ARTICLE XII

The Board of Directors may, by resolution, designate one or more of their number to constitute an executive committee, who, to the extent provided in such resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the affairs and property of the corporation and the exercise of its corporate powers.

ARTICLE XIII

This corporation shall have a president, who shall be a director; a secretary and a treasurer. They shall be chosen by the Board of Directors and shall hold their offices until their successors are chosen and qualified. This corporation may have more than one assistant secretary, and assistant treasurers, who need not be directors and such officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

The officers are as follows:

Ricardo J. Gonzalez III

President, Secretary and Treasurer

ARTICLE XIV

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its franchises or any property or assets essential to its corporate business, upon such terms and conditions as its Board of Directors deem expedient when and as authorized by the affirmative vote of stockholders or record holding stock in the corporation entitling them to exercise at least a majority of the voting power on a proposal to sell, lease or exchange all the property and assets of the corporation, given at a stockholder's meeting called for the purposes aforementioned, or when authorized by the written consent of the stockholders or record holding stock in the corporation entitling them to exercise fifty-one (51%) percent of the voting power on such proposal.

ARTICLE XVI

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XVI

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each director

ARTICLE XVII

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.


ARTICLE XVIII

This corporation reserves the right to amend or repeal any provisions contained by in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIX

The provisions of this Chapter, and each and every Article and section hereof, and the By-Laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and /or corporation dealing with this corporation hereby is charged with notice and knowledge of this corporation.


IN WITNESS WHEREOF, we have hereunto set our hand and seal this 5th day of May, 2000.

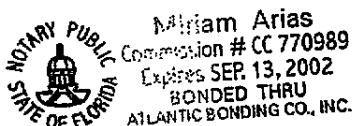

Ricardo J. Gonzalez III

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

On this 5 of May, 2000, personally appeared before me, the undersigned authorities, RICARDO J. GONZALEZ III, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged that they executed the same for the purposed therein expressed.

My Commission Expires


Notary Public
State of Florida at Large



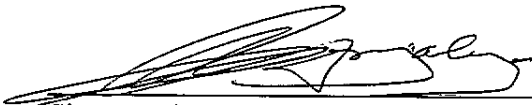
PROFESSIONAL CONTRACTORS ASSOCIATES, INC.
2451 Brickell Avenue, Suite 20-H, Miami, Florida 33129

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

5/5/2000
Date



Signature/Incorporator

5/5/2000
Date

FILED
00 MAY -8 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA