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TRANSMITTAL LETTER

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

Department of State
Division of Corporations
409. E. Gaines St.
Tallahassee, FL 32399

Subject: MIAMI DADE ENGINEERING CORP.
(proposed corporate name)

Enclosed please find an original and one copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.75.

From:

Jose Escarpio

Escarpio & Company

10661 N. Kendall Dr., S. 204

Miami, FL 33176

(305) 275-0055

(10661)

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*****78.75 *****78.75

00 MAY 30 AM 3:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED JUN 8 2000

ARTICLES OF INCORPORATION
OF
MIAMI DADE ENGINEERING CORP.

ARTICLE I - NAME

The name of the corporation shall be:

MIAMI DADE ENGINEERING CORP.

ARTICLE II - ADDRESS

The address of the principal office until further notice
is: 275 Fontainebleau Blvd. S. 165, Miami, FL 33172.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized
to have outstanding is one thousand (1,000) common shares
at one (\$1.00) dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is J. Rafael
Reyes and the registered office is 275 Fontainebleau Blvd.
Suite 165, Miami, FL 33172.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

J. Rafael Reyes
275 Fontainebleau Blvd. Suite 165
Miami, FL 33172

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless
dissolved according to law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - PURPOSE

The purposes for which this corporation is organized are:

- (a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.
- (b) To operate any legal business at the wholesale or retail level (or both) including but not limited to the necessary services for the operation of an engineering service company

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of two directors as follows:

J. Rafael Reyes	Director, President and Treasurer
	275 Fontainebleau Blvd. S. 165, Miami
Barbara Del Rio	Director, Vice-Pres. and Secretary
	275 Fontainebleau Blvd. S. 165, Miami

ARTICLE X - STOCKHOLDERS

The stockholders of the Corporation and their respective shares shall be as follows:

- 1. J. Rafael Reyes 51% of the shares
- 2. Barbara Del Rio 49% of the shares

shareholders or directors in any manner permitted by law.

ARTICLE XI - BY-LAWS

The Board of Directors shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The undersigned incorporator has executed these Articles of

Incorporation this 17 day of May 2000.

J. Rafael Reyes, J. Rafael Reyes

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is _____

MIAMI DADE ENGINEERING CORP.

2. The name and address of the registered agent and office is:

Name J. Rafael Reyes

Address 275 Fontainebleau Blvd. S. 75, Miami, FL 33172.

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature J. Rafael Reyes:

President

Title _____

Date 05-17-00

00 MAY 30 AM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY AGENT

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 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

Signature J. Rafael Reyes:

Date 05-17-00