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MARK J. ALBRECHTA

ATTORNEY AT LAW
15824 Hampton Village Drive
Tampa, Florida 33618-1654
Telephone (813) 265-4036
Fax No. (813) 269-7033
E-Mail: Malbrechta@aol.com

FILED

00 JUL -5 AM 9: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 3, 2000

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

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-07/05/2000-01114-008
*****70.00 *****70.00

RE: Proposed Incorporation of Ernesto J. Fernandez Seminars, Inc.
Office No.: 00-048

Gentleperson:

I have enclosed the original and one(1) copy of the Articles of Incorporation for the above-named proposed Florida Corporation. I have also enclosed my firm's check in the amount of \$70.00 representing payment of the following:

Filing Fees \$35.00
Registered Agent Designation Fee \$35.00

Please file the enclosed Articles and return an uncertified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

MARK J. ALBRECHTA
Attorney-at-law

MJA/pra

Enclosure: Article of Incorporation
Check # 1211

cc: Client



PH 7/7/00

ARTICLES OF INCORPORATION

OF

ERNESTO J. FERNANDEZ SEMINARS, INC.

FILED

00 JUL -5 AM 9: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation for profit under the Florida Law, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the Corporation is ERNESTO J. FERNANDEZ SEMINARS, INC. The principal place of business is 14715 Tall Tree Drive, Lutz, Florida 33549; the mailing address shall be: 14715 Tall Tree Drive, Lutz, Florida 33549.

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having no par value per share.

The shares of the Corporation are not to be divided into classes.

The Corporation is not authorized to issue shares in series.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder shall, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series is that which he already holds, has the right to purchase his pro-rata share thereof (as nearly as possible without issuance of fractional shares), at a price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 14715 Tall Tree Drive, Lutz, Florida 33549, and the name of the initial registered agent of this Corporation at that address is: ERNESTO J. FERNANDEZ. This address is the same as the mailing address of the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be

increased or diminished from time to time by the BY-LAWS, but shall never be less than one (1). The Board of Directors must be residents of the State of Florida and shareholders of this Corporation. The name and address of the initial Director of this Corporation is: ERNESTO J. FERNANDEZ, who resides at 14715 Tall Tree Drive, Lutz, Florida 33549.

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: ERNESTO J. FERNANDEZ , who resides at, 14715 Tall Tree Drive, Lutz, Florida 33549.

ARTICLE IX. BY-LAWS


The power to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders of the Corporation.

ARTICLE X. SHAREHOLDER ACTION

Three-fourths (3/4) of the stockholders of the Corporation shall be required for any shareholder action.

The shareholders shall have the power to adopt, amend, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than three-fourths (3/4) vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of the Articles of Incorporation at Tampa, Hillsborough County, Florida, on the 3rd day of July, 2000.


ERNESTO J. FERNANDEZ
INCORPORATOR

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME THE UNDERSIGNED AUTHORITY, personally appeared ERNESTO J. FERNANDEZ , who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

Articles of Incorporation of Ernesto J. Fernandez Seminars, Inc.

Page -3-

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at
Tampa, Hillsborough County, Florida, this 3rd day of July,
2000.

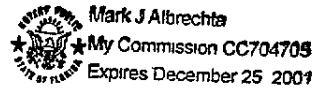
NOTARY PUBLIC

Mark J Albrecht

Name:

My Commission Expires:

My Commission No. Is:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT
TO SECTION 607.0501, FLORIDA STATUTES 1997.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0501, Florida Statutes, 1997, the following is submitted, in compliance with the Florida General Corporation Act:

First - That ERNESTO J. FERNANDEZ SEMINARS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Lutz, County of Hillsborough, State of Florida, has named ERNESTO J. FERNANDEZ located at 14715 Tall Tree Drive, Lutz, Florida 33549, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



ERNESTO J. FERNANDEZ
Registered Agent for
ERNESTO J. FERNANDEZ SEMINARS, INC.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN TO BEFORE ME, the undersigned authority this 3rd
day of July, 2000, at Tampa, Hillsborough County, Florida.

NOTARY PUBLIC



Name:

My Commission Expires:

My Commission No. Is:



Mark J Albrechts
My Commission CC704705
Expires December 25 2001