

RODRIGUEZ LANGSTADT & AGUERO

Attorneys at Law

A Partnership of Professional Associations

Minervino Rodriguez, Jr.*
Oliver J. Langstadt
Gladys Aguero

815 Ponce de Leon Boulevard
Coral Gables, Florida 33134
Telephone: (305) 461-5667
Telefax: (305) 461-4885

* Florida Supreme Court Certified Family Mediator

Of Counsel:

Margaret P. Aguilera
Clemens W. Pauly, LL.M.**

** Admitted only in New York and Germany

P00000093218

September 27, 2000

000003410160--0
-09/29/00--01090--002
*****122.50 *****78.75

Division of Corporations
FLORIDA DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, Florida 32399

**RE: ASPFreedom
Articles of Incorporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 29 PM 12:48

FILED

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for the above-referenced corporation and our check for \$122.50 to cover the filing fee and the cost of a certified copy to be returned to us by mail. If at all possible, I would greatly appreciate your faxing to my office a copy your screen printout displaying the corporation information, after you have completed your processing.

Sincerely,

Minervino Rodriguez, Jr., Esq.

MR:dc

Enclosures as listed above

F:\AAA-RLA\offi.dir\AAA\wip.mr\SecyStateASPFreedom.wpd

F. CHESSER

OCT 3 2000

**ARTICLES OF INCORPORATION
OF
ASPFreedom, Inc.**

The undersigned incorporator and subscriber, for the purpose of forming a corporation under the Florida Business Corporate Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be ASPFreedom, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 6969 NW 67th Avenue, Miami, Florida 33015.

ARTICLE III - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is September 01, 2000 provided, however, that said date is within five (5) business days before the date of filing of these Articles. Should the aforesaid date not be within five (5) business days before the date of filing of these Articles, then, in that case, corporate existence shall begin when the Articles are filed.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

5.1 The number of shares of stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares, which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share.

PM:

[Signature]

RP:

[Signature]

MRJ:

[Signature]

CS:

[Signature]

KW:

[Signature]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 29 PM 12:48

FILED

5.2 Subject to compliance with the terms and conditions of capital stock transfer requirements, the initial shareholders and their percentage interest shall be as follows:

<u>NAME OF INITIAL SHAREHOLDERS</u>	<u>PERCENTAGE INTEREST</u>
Pablo Maurin	10
Robert Podgorowicz	15
Minervino Rodriguez, Jr., Esq.	05
Chris Solimine	10
Kenneth Wurtenberg, CPA	45
<i>Expressly Reserved As Treasury Stock</i>	<i>15</i>

5.3 A vote of at least seventy five percent (75%) of all issued and outstanding Capital Stock shall be required to adopt any corporate resolution or authorize any corporate action which must be voted upon and approved by the shareholders.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The Initial Registered Agent shall be Kenneth Wurtenberg and the address of the Initial Registered Agent is 16969 NW 67th Avenue, Miami, Florida 33015.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the Initial Directors is as follows:

<u>NAME OF INITIAL DIRECTOR</u>	<u>ADDRESS OF INITIAL DIRECTOR</u>
Robert Podgorowicz	16969 NW 67 th Avenue, Miami, Florida 33015
Kenneth Wurtenberg	16969 NW 67 th Avenue, Miami, Florida 33015

ARTICLE VIII - INITIAL OFFICERS

The initial officers of the corporation shall be as follows:

President - Kenneth Wurtenberg

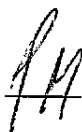
Executive Vice President of Legal Department - Minervino Rodriguez, Jr., Esq.

Vice President of Business Development - Chris Solimine

Secretary - Robert Podgorowicz

Treasurer - Kenneth Wurtenberg, CPA

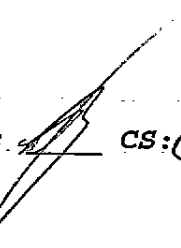
PM:



RP:



MRJ:



CS:



KW:



ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Kenneth Wurtenberg 16969 NW 67th Avenue, Miami, Florida 33015.

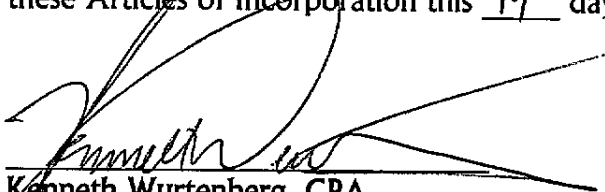
ARTICLE X - AMENDMENT OF ARTICLES

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

ARTICLE XI - PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights. The shareholders of this corporation shall have the right to maintain their fixed percentage ownership in the corporation by purchasing their proportionate share of any new stock issued.

IN WITNESS WHEREOF, the undersigned incorporator and subscriber has executed these Articles of Incorporation this 17 day of August, 2000.


Kenneth Wurtenberg, CPA
INCORPORATOR/SUBSCRIBER

PM: PM RP: RP MRJ: MRJ CS: CS KW: KW

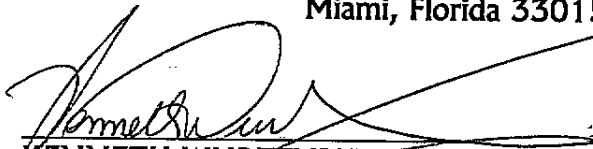
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 designating the Registered Office/Registered Agent, in the State of Florida.

The name of the corporation is **ASPFreedom, Inc.**

The name and address of the Registered Agent and Office is:

Kenneth Wurtenberg
Suite 201
16969 NW 67th Avenue
Miami, Florida 33015

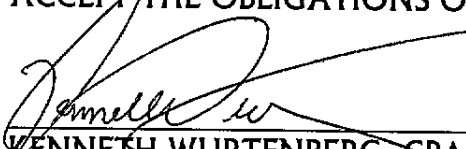

KENNETH WURTENBERG, CPA
INCORPORATOR/SUBSCRIBER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 29 PM 12:48

FILED

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 AGREE 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.


KENNETH WURTENBERG, CPA
REGISTERED AGENT

09/09/02
DATE