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RAYMOND HERNANDEZ, P.A.

ATTORNEY AT LAW

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SUITE 210  
TAMPA, FLORIDA 33607

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE  
(813) 282-9458  
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(813) 282-4987

February 13, 2001

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: FERNANDEZ-GUEVARA, INC.

To Whom It May Concern:

Enclosed please find the ARTICLES OF INCORPORATION OF FERNANDEZ-GUEVARA, INC. Please file same as per your normal procedures and forward certification to this office for further processing. I have enclosed my client's check in the amount of \$78.75 to cover the filing fee.

Thank you for your prompt attention to this matter. If you should have any questions, please do not hesitate to contact this office.

Sincerely,  
RAYMOND HERNANDEZ, P.A.

  
RAYMOND HERNANDEZ, ESQ.

RH/tf

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FERNANDEZ-GUEVARA, INC.

The undersigned Incorporators, natural persons and competent to contract for purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for said Corporation.

ARTICLE I

Name: The name of this Corporation shall be **FERNANDEZ-GUEVARA, INC.**

ARTICLE II

Duration: This Corporation shall have perpetual existence.

ARTICLE III

Purpose: This Corporation is organized for the purpose of transacting any and all lawful business.

The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

Capital Stock: The total number of shares of stock which the Corporation shall have to issue is 100 shares of common stock, with a par value of \$1.00 per share. The total number of authorized shares shall have an aggregate par value of \$100.00. Each share of authorized stock which is initially sold shall be

fully paid for before the Corporation begins transaction of business.

Each of the common shares shall entitle the holder thereof to one vote at any shareholder's meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares.

#### ARTICLE V

Official Office of the Corporation: The street address of the official office of the Corporation is 7509 Canal Blvd, Tampa, Florida 33615.

#### ARTICLE VI

Initial Registered Agent: The name of the initial registered agent of the Corporation is Tania Fernandez de Guevara, 7407 Oakvista Circle, Tampa, Florida 33634.

#### ARTICLE VII

Board of Directors: The management and control of the Corporation shall be vested in a Board of Directors of not less than one nor more than seven members as determined by the Shareholders as provided by the By-laws of the Corporation, said Board to be elected by the stockholders of the Corporation at the regular meeting of said stockholders.

If State law so provides, then upon the unanimous written agreement of all the stockholders of the Corporation, the above-described Board of Directors may be divested of its power to

manage and control this Corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the Corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the Directors of the Corporation for purposes of applying applicable state law. The names and addresses of the first Directors are:

Tania Fernandez de Guevara	7509 Canal Blvd Tampa, Florida 33615
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W. Edwin Guevara	7509 Canal Blvd Tampa, Florida 33615
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Until the first meeting of stockholders, management and control of this Corporation shall be vested in the above Board composed of the above named Directors. These Directors shall hold office until their successors are duly elected and qualified.

#### ARTICLE VIII

Officers: The Board of Directors shall, at its initial meeting, elect a President, Vice President, Treasurer and Secretary, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following persons shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer	Tania Fernandez de Guevara 7509 Canal Blvd Tampa, Florida 33615
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Vice President	W. Edwin Guevara 7509 Canal Blvd Tampa, Florida 33615
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#### ARTICLE IX

Incorporator: The name and address of the Incorporators of the Corporation are Tania Fernandez de Guevara and Wilber Edwin Guevara, 7509 Canal Blvd, Tampa, Florida 33615.

#### ARTICLE X

Indemnification: Any person who was or is a party is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigate (including by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, office employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, to the maximum intent permitted by and in the manner provided by the laws of the State of Florida.

The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of

his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any manner on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

#### ARTICLE XI

Section 1244 Election: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

#### ARTICLE XII

By-laws: The power to adopt, alter, amend or repeal the By-laws shall be vested in the Shareholders.

#### ARTICLE XIII

Amendment: The power to amend these Articles shall be held exclusively by the stockholders. An amendment hereto shall require a 66.67% vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned Incorporator has  
executed these Articles of Incorporation this 13<sup>th</sup> day of  
FEBRUARY, 2001

WITNESSES:

Lydia H. Andez  
Irene R. Collins

Lydia H. Andez

Tania Fernandez de Guevara  
TANIA FERNANDEZ de GUEVARA  
Incorporator

Wilber Edwin Guevara  
WILBER EDWIN GUEVARA  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally  
appeared TANIA FERNANDEZ de GUEVARA and WILBER EDWIN GUEVARA as  
Incorporators, to me well known to be the persons described in and  
who acknowledged before me that they executed the foregoing freely  
and voluntarily for the purposes therein expressed.

Witness my hand and official seal this 13<sup>th</sup> day of  
FEBRUARY, 2001.

(Notary Seal)

Raymond Hernandez  
Notary Public  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT



Raymond Hernandez  
Commission # CC 811207  
Expires Mar. 3, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

IN WITNESS WHEREOF, the undersigned Registered Agent  
hereby accepts such designation on this 13<sup>th</sup> day of  
February, 2001

WITNESSES:

Lydia H. Andez  
Irene R. Collins

Tania Fernandez de Guevara  
TANIA FERNANDEZ de GUEVARA  
Registered Agent

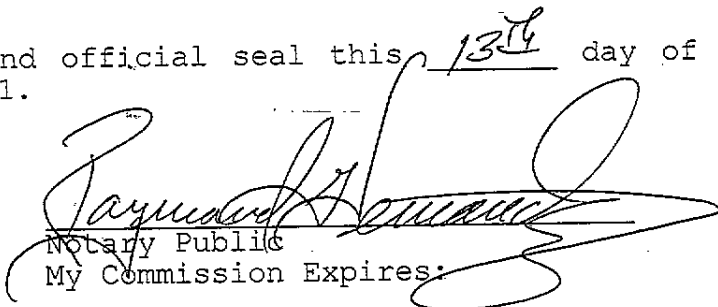
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared TANIA FERNANDEZ de GUEVARA, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal this 13<sup>th</sup> day of FEBRUARY, 2001.

(Notary Seal)

  
Notary Public  
My Commission Expires:



Raymond Hernandez  
Commission # CG 811207  
Expires Mar. 3, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.