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Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4001

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Account Name : EMPIRE CORPORATE KIT COMPANY
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01 FEB 27 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ANNA LUISA ALMONTE P.A.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

W-4342

B. McKnight FEB 27 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 2001

EMPIRE

SUBJECT: ANNA LUISA ALMONTE, P.A.
REF: W01000004342

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The specific nature of business of the professional association must be stated in the document.

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Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H01000020375
Letter Number: 601A00011891

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Charter No. _____

ARTICLES OF INCORPORATION**OF****ANNA LUISA ALMONTE P.A.****ARTICLE I - NAME**

The name of this corporation is ANNA LUISA ALMONTE P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in every aspect of the business of rendering the same professional services to the public that a Registered Real Estate Agent or Broker, licensed under the laws of the State of Florida, is authorized to render.

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

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TALLAHASSEE, FLORIDA

H 0 1 0 0 0 0 2 0 3 7 5**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 9456 S.W. 77TH Avenue, Unit T5, Miami, Florida 33156, and the name of the Initial Registered Agent of this Corporation is Anna Luisa Almonte. The principal place of business is 9456 S.W. 77TH Avenue, Unit T5, Miami-Dade County, Florida 33156.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS
AND OFFICERS**

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name of the initial officer and director of this corporation is:

Anna Luisa Almonte
9456 S.W. 77TH Avenue
Unit T5
Miami, Florida 33156

President and Director

ARTICLE VIII - INCORPORATOR

The names of the incorporator, signing these Articles are:

Anna Luisa Almonte
9456 S.W. 77TH Avenue
Unit T5
Miami, Florida 33156

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

H 01000020375**ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporators that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

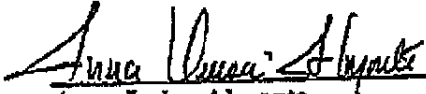
ARTICLE XV - AMENDMENT

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

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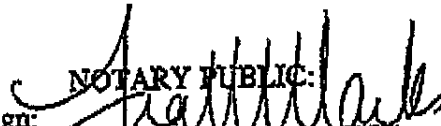
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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of February, 2001.


Anna Luisa Almonte
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

This foregoing instrument was acknowledged before me this _____ day of February 23, 2001 by Ana Luisa Almonte as incorporators for ANNA LUISA ALMONTE P.A., who personally appeared before me at the time of notarization and ~~who is personally known to me~~ or has produced _____ as identification and who (did/did not) take an oath.

NOTARY PUBLIC:
sign: 
print: Frank M. Mota
State of Florida at Large
My Commission Expires:

 Frank M Mota
My Commission CC279043
Expires September 10, 2001

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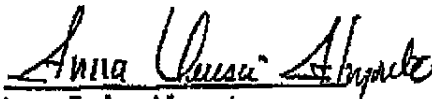
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT ANNA LUISA ALMONTE P.A. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ANNA LUISA ALMONTE AS REGISTERED AGENT, LOCATED AT 9456 S.W. 77TH AVENUE, UNIT T5, MIAMI, FLORIDA 33156 AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 9456 S.W. 77TH AVENUE, UNIT T5, MIAMI, FLORIDA 33156, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:


Anna Luisa Almonte
Incorporator

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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


Anna Luisa Almonte
(RESIDENT AGENT)

DATED:

2-23-01

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