

P01000028/55

February 15, 2001

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

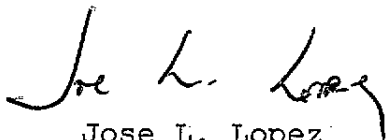
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madame:

Please find enclosed Articles of Incorporation and a check payable to Florida Department of State in the amount of \$78.75 to cover the incorporation fees for J. & L. LOPEZ AND ASSOCIATES, INC.

Should you need any additional information, please do not hesitate to contact me.

Sincerely,



Jose L. Lopez  
14330 S.W. 145 Terrace  
Miami, FL 33186

Enclosure

01 MAR 15 PM 3:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3/15/01

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01 MAR 15 PM 3:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
J. & L. LOPEZ AND ASSOCIATES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I  
NAME**

The name of the Corporation is:

J. & L. LOPEZ AND ASSOCIATES, INC.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

**ARTICLE V  
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying

a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE VI  
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

14330 S.W. 145 Terrace  
Miami, FL 33186

The name of the registered agent at such address is:

Jose L. Lopez

**ARTICLE VII  
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is:

14330 S.W. 145 Terrace  
Miami, FL 33186

**ARTICLE VIII  
DIRECTORS**

The initial board of directors of the Corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jose L. Lopez President	14330 S.W. 145 Terrace Miami, FL 33186
Lisette S. Lopez Vice President	14330 S.W. 145 Terrace Miami, FL 33186

**ARTICLE IX  
INCORPORATOR**

ADDRESS  
Jose L. López      14330 S.W. 145 Terrace  
Miami, FL 33186

**ARTICLE X  
INDEMNIFICATION**

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

**ARTICLE XI  
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN  
OTHER PREINCORPORATION EXPENSES;  
ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

**ARTICLE XII  
RIGHT TO AMEND ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

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

Jose L. Lopez  
Jose L. Lopez

STATE OF FLORIDA:

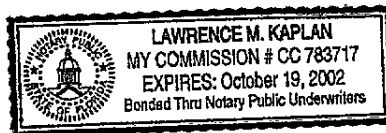
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COUNTY OF DADE :

ON this 12 day of March, 2001, before me, a  
Notary Public duly authorized in the State and County last  
aforesaid, personally appeared JOSE L. LOPEZ known to me to  
be the person whose name is subscribed to the above  
Articles of Incorporation, and who acknowledged that they  
executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and  
official seal on the day and year aforesaid.

My Commission expires: Lawrence M. Kaplan  
October 19, 2002 Notary Public, State of Florida



FILED

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

01 MAR 15 PM 3:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

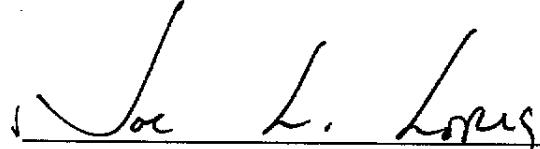
FIRST - THAT J. & L. LOPEZ AND ASSOCIATES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN  
THE CITY OF MIAMI, STATE OF FLORIDA

HAS NAMED JOSE L. LOPEZ  
LOCATED AT 14330 S.W. 145 TERRACE

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS.

SIGNATURE  
TITLE

  
(CORPORATE OFFICER)

DATE

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

SIGNATURE

JOSE L. LOPEZ  
REGISTERED AGENT

DATE

3/12/01