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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)	OFFICE USE ONLY  OFFICE USE ONLY
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### FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

September 25, 2002

**LAZARUS** 

SUBJECT: SERVICES, PRODUCTS & CONSULTANTS CORP. Ref. Number: W02000027862

PECEIVED

02 SEP 26 MIII: 43

We have received your document for SERVICES, PRODUCTS & CONSULTANTS CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight Document Specialist New Filing Section

Letter Number: 802A00054441

## ARTICLES OF INCORPORATION OF SERVICES, PRODUCTS & CONSULTANTS CORP.

The undersigned incorporator(s) hereby form the following corporation under the laws of the State of Florida:

#### ARTICLE I

NAME

The name of the corporation shall be:

SERVICES, PRODUCTS & CONSULTANTS CORP.

ARTICLE II

**PURPOSE** 

SEP 26 PN 1: 09
SEP 26 PN 1: 09
CRETARY OF STATE
LLAHASSEE, FLORIDA

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

#### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue is SIXTY SHARES of no PAR VALUE, common stock. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

#### ARTICLE IV

#### TERM OF EXISTENCE

The corporation shall exist perpetually, from the date these Articles are filed with the Department of State of Florida.

#### ARTICLE V

#### REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

MARCELO S. ALVAREZ 14917 S.W. 104<sup>TH</sup> Street #12 Miami, Florida 33196

#### PRINCIPAL OFFICE 14917 S.W. 104th Street #12 Miami, Florida 33196

#### **ARTICLE VI**

#### **DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation are:

#### MARCELO S. ALVAREZ

14917 S.W. 104<sup>th</sup> Street #12 Miami, Florida 33196

The name and street address of the incorporator is:

MARCELO S. ALVAREZ 14917 S.W. 104th Street #12 Miami, Florida 33196

#### ARTICLE VIII

#### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that of which she or he already holds, shall have the right to purchase her or his prorata share thereof (as nearly as may be sold without issuance of factional shares) at the price at which its offers to others.

#### ARTICLE IX

#### CUMULATIVE VOTING

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

#### ARTICLE X

#### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders

and approved at stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seal this 20th day of September, 2002.-

MARCETOS. ALVAREZ

STATE OF FLORIDA

)ŠS

COUNTY OF MIAMI DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MARCELO S.

ALVAREZ, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this <u>30</u> day of September, 2002.-



NOTARY PUBLIC, STATE OF FLORID AT LARGE

My commission expires:

#### ACCEPTANCE BY THE REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keep open said office.

REGISTERED AGENT