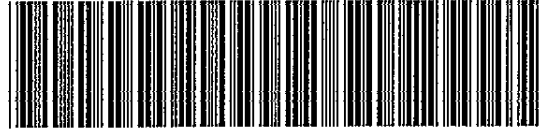


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(Requestor's Name)

(Address)

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Mr's Brown Riva / Phone 784 422-5883

04/08/03--01041--013 \*\*78.71

7607 Venetian St #7

Miramar State FL ZIP 33022

(Document Number)

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 14, 2003

BROWN ROOT  
7607 VENATIAN STREET  
MIRAMAR, FL 33023

SUBJECT: BROWN & ROOT EMPLOYMENT AGENCY, CORP.  
Ref. Number: W03000010520

We have received your document for BROWN & ROOT EMPLOYMENT AGENCY, CORP. and your check(s) totaling \$78.71. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 245-6067.

Neysa Culligan  
Document Specialist  
New Filings Section

Letter Number: 703A00022253

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# ARTICLES OF INCORPORATION

OF

## BROWN & ROOT EMPLOYMENT AGENCY, CORP.

The Undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposes by said laws and do hereby adopt the following Articles of Incorporations as the Charter of the Corporation hereby organized.

### ARTICLE I. CORPORATE NAME

The names of this Corporation shall be:

## BROWN & ROOT EMPLOYMENT AGENCY, CORP.

WHOSE ADDRESS IS: 10511 N.W. 6TH AVENUE  
MIAMI, FLORIDA 33150

### ARTICLE II. TERMS OF EXISTENCE

This Corporation shall have perpetual existence

### ARTICLE III. PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate a business engaged in any lawful manner, among other things, in the exploitation of contract laborers, employment placement, executive placement or otherwise to operate an employment and placement agency without limitation.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise dispose of, and to invest in, trade in deal in and with good, wares, merchandise, personal property and services of every class, kind and description within the employment and placement agency services.

C) To act as a broker, agent or factor for any person, firm, or corporation within the employment and placement agency services.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidence of

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indebtedness; and to secure payment thereof and conveyance or other assignment in trust, in whole or in part, of the assist of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

G) To enter into make, perform and carry out contracts and arrangement of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private or municipal body existing under the government of the United States or any state, territory colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent contractor, broker, or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

## **ARTICLE IV. CAPITAL STOCK**

The maximum number of shares that this Corporation is Authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The Capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporation of the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restrictions on transfer:

A) Each shareholders share offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, In proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

**ARTICLE V.  
INITIAL CAPITAL**

The amount of capital with which this corporation may be in business shall not be less than One Thousand Dollars (\$1,000.00).

**ARTICLE VI.  
DIRECTORS**

This Corporation shall have one Director initially. The number of directors may be increased or diminished from time to time by the By-Laws if the Corporation.

The name and mailing address of the initial director who shall hold office until his successor or successors are elected and have qualified are as follows:

**MR. LEE MONROE, JR, PRESIDENT/DIRECTOR  
7607 VENITIAN STREET, SUITE F  
MIRAMAR, FLORIDA 33023**

**ARTICLE VII.  
OFFICERS**

The names, addresses and offices of the Officers of the Officers who will serve until the first election or appointment under these Articles under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
MR. LEE MONROE, JR.	10511 N.W. 6TH AVENUE, MIAMI, FL	PRESIDENT
MS. SHARON AU COIN	10511 N.W. 6TH AVENUE, MIAMI, FL	VICE PRESIDENT
MR. LEE MONROE, JR.	10511 N.W. 6TH AVENUE, MIAMI, FL	SECT./TREASURER

**ARTICLE VIII.  
REGISTERED AGENT AND REGISTERED OFFICE**

THE CORPORATION'S RESIDENT AGENT FOR SERVICE IN THE STATE OF FLORIDA SHALL BE:

**MR. LEE MONROE, JR.**

Stating that He is hereby familiar with and accept the duties and responsibilities as Registered Agent.  
The address of the Registered Office of this Corporation shall be:

Principal **MR. LEE MONROE, JR.**  
Address **10511 N.W. 6TH AVENUE**  
City/State/Zip **MIAMI, FLORIDA 33150**

*Lee Monroe Jr*

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**ARTICLE IX.  
AMENDMENTS**

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

**ARTICLE X.  
INCORPORATOR**

The name and mailing address of the Incorporator is as follows:

**MR. LEE MONROE, JR.  
7607 VENITIAN STREET, SUITE F  
MIRAMAR, FLORIDA 33023**

IN WITNESS WHEREOF, the above named Incorporators, Directors and Registered Agent has hereunder subscribed his name, this Mon day of April 7, 2003.

Lee Monroe Jr  
Incorporator, Director  
Registered Agent

STATE OF FLORIDA )  
: SS:  
COUNTY OF DADE)

Before me the undersigned authority personally appeared: MR. LEE MONROE, JR. who is to me well known to be the person(s) described in and who subscribes the foregoing Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this Mon day of April 7, 2003.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: 9/13/06



SELINA L. BROWN  
MY COMMISSION # DD 117256  
EXPIRES: September 13, 2006  
Bonded Thru Budget Notary Services

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