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MARTIN E. PONS  
ATTORNEY AT LAW

1517 ALFRED I. DUPONT BUILDING  
169 EAST FLAGLER STREET  
MIAMI, FLORIDA 33131

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January 26, 1995

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

300001393363  
-01/31/95--01005--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Universal Investment Consultants, Inc.

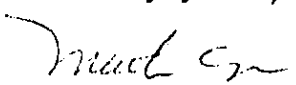
To whom it may concern:

Enclosed please find Articles of Incorporation as to the above named corporation.

I am also enclosing check in the amount of \$122.50 representing your filing fee. Please return the Certificate of Incorporation to the undersigned.

If you have any questions in this regard, please do not hesitate to contact me.

Sincerely yours,

  
MARTIN E. PONS

MEP:aa  
Enclosures

TALLAHASSEE, FLORIDA

1995 JAN 30 PM 2:00

FILED

AB 2/2/95

**ARTICLES OF INCORPORATION**  
**OF**  
**UNIVERSAL INVESTMENT CONSULTANTS, INC.**

FILED  
1995 JAN 30 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **UNIVERSAL INVESTMENT CONSULTANTS, INC.**, with its principal office at 760 N.W. 107 Avenue, Suite 208, Miami, Florida 33172.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "COMMON SHARES".

**ARTICLE V - 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 which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of transactional shares) at the price at which it is offered to others. In the event a shareholder wishes to sell his shares of stock, the first option shall be granted to all other present stockholders.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office

of the corporation is 169 East Flagler Street, Suite 1517, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is MARTIN E. PONS.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is as follows:

EMILIO CARDENAL JR.  
760 N.W. 107 Avenue  
Suite 208  
Miami, Florida 33172

#### ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

EMILIO CARDENAL JR.  
760 N.W. 107 Avenue  
Suite 208  
Miami, Florida 33172

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one tenth of all the shares entitled to vote at the meeting.

#### ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented by person or by proxy, shall constitute a quorum at a meeting

of shareholders.

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

**ARTICLE XII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - INDEMNIFICATION**

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

**ARTICLE XIV - AMENDMENT**

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

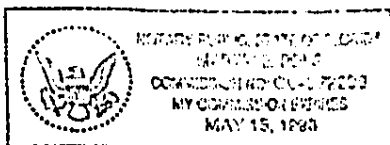
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 18 day, of January, 1995.

  
\_\_\_\_\_  
EMILIO CARDENAL, JR.

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me

this 18 day of January, 1995, by **EMILIO CARDENAL, JR.**,  
who is personally known to me.



Martin E. Pons  
SIGNATURE OF PERSON  
TAKING ACKNOWLEDGMENT

MARTIN E. PONS  
NAME OF ACKNOWLEDGER TYPED,  
PRINTED OR STAMPED

I, the undersigned, having been named as initial  
Registered Agent of the corporation in the foregoing Articles  
of Incorporation hereby accept said office and will serve in  
said capacity.

Martin E. Pons  
MARTIN E. PONS  
Registered Agent

FILED  
1995 JAN 30 PM 2:00  
TALLAHASSEE, FLORIDA