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02/08/95
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STATE OF FLORIDA
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MIAMI FL 33135-
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Moortham
Secretary of State

February 6, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: MARTINEZ CORPORATION
REF: W95000002661

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
MARTINEZ SERVICE MANAGEMENT, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is MARTINEZ SERVICE MANAGEMENT, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue (FIVE HUNDRED) 500 shares of One Dollars (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is SANDRA F. MARTINEZ, 13432 SW 62 ST. APT. R104, MIAMI, FL 33183. The principal place of business of the Corporation shall be 13432 SW 62 ST APT. R104, MIAMI, FL 33183.

PREPARED BY:
DAISY MARTINEZ
DEMAR ENTERPRISES ACCOUNTING SERVICES, INC.
1550 W 84 ST. #77
HIALEAH, FL 33014
PH (305) 558-4947/558-3900
FAX (305) 821-9794

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TO DIV COMP E L T F I P.1

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws; but shall never be less than one (1). The name and address of the initial is:

NAME

ADDRESS

SANDRA F. MARTINEZ

13432 SW 62 ST. APT. R104
MIAMI, FL 33183

ARTICLES VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII-INDemnIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is SANDRA F. MARTINEZ, 13432 SW 62 ST. APT. R104, MIAMI, FL 33183.

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TO

DIV CORP ELT FI P.28

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 8 day of February 1995.



SANDRA P. MONTROSE
PRESIDENT

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 807.0301, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that MARTINEZ SERVICE MANAGEMENT, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named SANDRA P. MARTINEZ located at MIAMI, FL, County of DADE, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this February 5, 1995.

S. Martinez
SANDRA P. MARTINEZ
Registered Agent

TALLAHASSEE, FLORIDA

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