P95000011181

OFFICE USE ONLY (Document #) LI TARUS CORPORATE INDUSTRIES, INC. (Requestor's Name) 890 S.W. 87 AVENUE #16 (Address) MIAMI, FLORIDA 33174 (305)552-5973 (City, State, Zip) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE OFFICE USE ONLY (904)385-6735 CORFORATION NAME(S) & DOCUMENT NUMBER(S) (if known): RIW SHEPHIARD & ASSOCIATIONS MANAGEMENT (Consultants OF Florida INC. 200001404592 *0275/95-9063--017 ****122.50 ****122.50 (Corporation Name) (Document #1 (Corporation Name) (Document #) Pick up time 5100 Walk in Certified Copy Helivisco so hoisis.

11 : Hiff 6- 633.56

U = Alama 6- 633.56 Mail out Photocopy Will wait Certificate of Status **NEW FILINGS AMENDMENTS Profit** Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent **Domestication** Dissolution/Withdrawal Other Merger **OTHER FILNGS** REGISTRATION/ QUALIFICATION **Annual Report** Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement

> Trademark Other

Examiner's Initials

ARTICLES OF INCORPORATION OF

95 FEB -9 PM 3: 25

R.W. SHEPHARD & ASSOCIATES MANAGEMENT CONSULTANTS OF FLORIDA IUC

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be R.W. SHEPHARD & ASSOCIATES MANAGEMENT CONSULTANTS OF FLORIDA and the initial address of this corporation shall be:

20155 N.W. 12th Place Miami, Florida 33169

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	_Stock
7,500	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetuflly thereafter unless sooner dissolved according to law.

ARLICLE V

The initial registered agent and registered office of this corporation is:

Ronald W. Shephard 20155 N.W. 12th Place Miami, Florida 33169

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successor are duly elected and qualified shall be:

1. Ronald W. Shephard 20155 N.w. 12th Place Miami, Florida 33169

President

2. Ricardo Roca 15102 S.W. 104th Street Apartment #810 Miami, Florida 33196

Vice President

ARTICLE VIII

The name and address of the incorporation is:

Ronald W. Shephard 20155 N.W. 12th Place Miami, Florida 33169

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interestd in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other

corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein state are true, and hereunto set my hand and seal this 9th day of January, 1995.

Ronald W. Shephard

Incorporator

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared RONALD W. SHEPHARD. to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 9th day of January, 1995.

(seal)

Notary Public, State of

Florida at Large

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

R.W. Shephard & Associates Management Consultants of Florida $\pi \cup 0$.

2. The name and address of the registered agent is:

Ronald W. Shephard 20155 N.W. 12th Place Miami, Florida 33169

I HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Ronald W. Shephard

President