

02/14/95 15103

FAS-T CORPORATE AGENTS

(305) 592-9591

P. 001

02/14/95

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

ELECTRONIC FILING COVER SHEET

FROM: FAS-T CORP. AGENTS, INC.

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ERGOZ PUBLISHING, INC.

FAX AUDIT NUMBER: H95000001816

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/14/1995

TIME REQUESTED: 12:30:44

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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FLORIDA DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
ERGOZ Publishing, Inc.

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 ERGOZ Publishing, Inc. and the initial address of this corporation shall be 9737 N.W. 41st Street, Suite 105, Miami, Florida 33178.

ARTICLE II

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

ARTICLE III

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

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1000	\$ .50	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 perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 9737 N.W. 41st Street, Suite 105, Miami, Florida 33178 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ernesto Gomez.

Prepared by: Ernesto Gomez  
9737 N.W. 41st Street, Suite 105  
Miami, Florida 33178 Tel: 305-386-8985

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ARTICLE VI

The Corporation shall have at least Six 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 name and address of the directors of the corporation, who shall hold office for the first year or until his successor is duly executed and qualified shall be:

<u>Directors</u>	<u>Title</u>
Ernesto Gomez 9737 NW 41 Street suite 105 Miami, Florida 33178	President
Alvaro Gomez SAME	Vice President
Blanca L. Gomez SAME Miami, Florida 33178	Secretary
Angie Gomez SAME	Treasury
Gabriel Gomez SAME	
Aurora Gomez SAME	

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## ARTICLE

## VIII

The name and address of the Incorporator is ERNESTO GOMEZ,  
9737 N.W. 41 Street, Suite 105, Miami, Florida 33170.

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 part to, or may be pecuniarily or otherwise interested 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 so interested, may be counted in determining 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 or 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 event.

ARTICLE XI

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

IN WITNESS WHEREOF, I, the undersigned, being the Incorporators 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 stated are true, and hereunto sign my name on this 14th day of February 1995.

  
Ernesto Gomez


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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, that Ergoz Publishing, Inc., desiring to organize under the laws of the State of Florida, has named Ernesto Gomez, 9737 N.W. 41st Street, Suite 105, Miami, Florida 33178, as its statutory Register Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.

  
Ernesto Gomez  
Registered Agent

Dated this 14th Day of  
February 1995

TALLAHASSEE, FLORIDA

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