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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: THIRD PARTY SOLUTION INTERNATIONAL, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature and date 3/7/96]

20 MAR 7 - 1996
CIVIL SERVICE



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 7, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: THIRD PARTY SOLUTION INTERNATIONAL, INC.
REF: H95000004985

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Rec. #: H95000002582
Letter Number: 495A00010099

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

(5)

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ARTICLES OF INCORPORATION
of

THIRD PARTY SOLUTION INTERNATIONAL, INC.

WE, THE UNDERSIGNED, ANA LUCIA NELLO and CARLOS LACERDA, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

SECRETARY OF
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of this corporation shall be:

THIRD PARTY SOLUTION INTERNATIONAL, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock of ONE DOLLAR PAR VALUE.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or

prepared by:
Alfredo Sanchez, 5200 SW 8 St, Miami, FL 33134
305-445-9025

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paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have preemptive rights in and to any authorized or unissued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED & NO/100 DOLLARS.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 5267 S. W. 116 Terrace, Cooper City, Florida 33330 and with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be CARLOS LACERNA.

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than THREE (3).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME
ANA LUCIA MELLO

ADDRESS
5267 S. W. 116 Terrace
Cooper City, Florida 33330

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CARLOS LACERNA

5267 S. W. 116 Terrace
Cooper City, Florida 33330ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	ADDRESS
ANA LUCIA NELLO	5267 S. W. 116 Terrace Cooper City, Florida 33330
CARLOS LACERNA	5267 S. W. 116 Terrace Cooper City, Florida 33330

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
ANA LUCIA NELLO	5267 S. W. 116 Terrace Cooper City, Florida 33330	50 SHARES
CARLOS LACERNA	5267 S. W. 116 Terrace Cooper City, Florida 33330	50 SHARES

ARTICLE XII

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that THIRD PARTY SOLUTION INTERNATIONAL, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Cooper City, State of Florida, has named CARLOS LACERNA, located at 5267 S. W. 116 Terrace, Cooper City, Florida 33330 as its agent to accept service of process within Florida.


CARLOS LACERNA
CORPORATE OFFICER

DATE: 02/22/95

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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.

Carlos Lacerda
CARLOS LACERNA

DATE: 02/22/95

ARTICLE XIII**ACKNOWLEDGMENT**

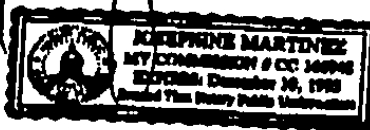
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this 5/8 day of ^{MARCH} February,

1995 personally appeared before me, the undersigned Notary Public in and for the State of Florida, ANA LUCIA NELLO, and CARLOS LACERNA, parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Miami, Dade County, Florida.

Josephine Martinez
Notary Public
State of Florida at Large

My commission expires:



Subscriber:

Ana Lucia Nello
ANA LUCIA NELLO, PRESIDENT NY 292 3972460

Subscriber:

Carlos Lacerda
CARLOS LACERNA, VICE PRESIDENT 75 8412451

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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