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BARNEY B. AVCHEN, J.D., P.A.

ATTORNEYS-AT-LAW

March 13, 1995,

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1840 WEST 40th STREET HIALEAH, FLORIDA 33012 (305) 821-0031 FAX (305) 362-8127

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

RE: PROFESSIONAL COMMERCIAL MANAGEMENT, INC.

Gentleman:

Attached hereto please find Ms. Dulce M. Azocar's check no. 173 in the sum of \$122,50 as and for your fee for which I should appreciate your being good enough to certify the enclosed Articles of Incorporation. Please be good enough to return same to this office.

Thanking you in advance for your usual prompt attention, I remain,

Yours sincered.

BARNEY B. AVCHEN

BBA/gc Enc.

8mc/ 16/95

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FILED

ARTICLES OF INCORPORATION

<u>OF</u>

95 MAR 15 AM 10: 00 SECRETARY OF STATE TALLAHASSEE. FLORIDA

PROFESSIONAL COMMERCIAL MANAGEMENT, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1

The name of this corporation shall be:

PROFESSIONAL COMMERCIAL MANAGEMENT, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 14372 S.W. 90th. Terrace, Miami, Florida 33186.

ARTICLE III

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

To transact any business activity permitted by the laws of the State of Florida, without exception.

ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be TEN THOUSAND [10,000] shares of ONE DOLLAR [\$1.00] par value each, which shares will all be Common Stock.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The name and address of the initial registered agent is Dulce M. Azocar, and her business address is 14372 S.W. 90th. Terrace, Miami, Florida 33186.

ARTICLE VII

The number of directors of this corporation shall be not less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

NAME

ADDRESS

DULCE M. AZOCAR

14372 S.W. 90th. Terrace Miami, Florida 33186

ARTICLE VIII

The name(s) and address(es) of the subscriber(s) to the Certificate of Incorporation is/are:

NAME

ADDRESS

DULCE M. AZOCAR

14372 S.W. 90th, Terrace Miami, Florida 33186

ARTICLE IX

The corporation shall have the further right and power to:

Determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of this corporation [other than the stock book] or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspection of any account, book, or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

This corporation may, in its by-laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings and to have one or more offices within or without the State of Florida, and to keep the books of this corporation [subject to the provisions of the statutes] outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this document, in the manner or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE X

At the election of the officers of this corporation, this corporation may be qualified as a Sub-chapter S corporation, pursuant to the Laws of the United States of America and the

Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for such tax treatment under the aforesaid Laws.

IN WITNESS WHEREOF, I, the undersigned, being the sole original subscribers to the capital stock hereinabove-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this document, hereby declaring and certifying that the facts herein-stated are true, and accordingly have hereunto set my hand and seal this 13th, day of March, 1995.

DULCE M. AZOCAR

STATE OF FLORIDA |

SS:

COUNTY OF DADE |

The foregoing instrument was acknowledged before me this 13th, day of March, 1995, by DULCE M. AZOCAR.

She is personally known to me.

Notary Public, State of Florida

BARNEY B, AVCHEN

PRINTED NAME OF NOTARY PUBLIC

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted compliance with said Act:

That PROFESSIONAL COMMERCIAL MANAGEMENT, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, and State of Florida, has named DULCE M. AZOCAR, whose business address is Suite 14372 S.W. 90th. Terrace, Miami, Florida 33186, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DULCE M: AZOCAR

P95000021381

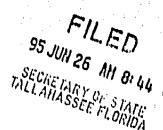
(Address				CARLES OF SEA
(City, State,	Zip) (Phone #)	OFFICE USE ONLY	Υ	
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CORPORATION NA	ME(s) & DOCUMENT NUM	BER(S) (Victoria):	•	
1. (Corpo	ration Name)	(Decument #)		
2. (Cope	reton Name)	(Decument #)		
3(Comp	retion Name)	(Degument #)		· ——
4.		· · ·	· .	
	reton Name) Pick up time	(Decument #) Certified Copy	•	
Mail out		Certificate of 5		
	Will wait Photocopy	Certificate of S	MIND.	
NEW FILINGS	AMENDMENTS			٠.
Profit	Amendment			
NonProfit	Resignation of R.A. Officer	/Director		
Limited Liability	Change of Registered Agent	<u>:</u>		
Domestication	Dissolution/Withdrawal			
Other	Merger			
OTHER FILINGS	REGISTRATION		Amerc 1/5	
Annual Report	QUALIFICATION	متعاددات بالمنتقدة السمامك	AMERC	(
Fictitious Name	Foreign	·	7/5	
Name Reservation	Limited Partnership Reinstatement		R	• .

Examiner's Initials

Trademark

CR2E031(10/92)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



PROFESSIONAL COMMERCIAL MANAGEMENT, INC.

Same Name		
Addita (Addita		
(present name)		

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII

The name and address of the new director of this corporation is:

NAME

TITLE

ADDRESS

Milagros Rivero

President & Director

9600 N.W. 25th Street Suite 2C

Miami, Florida 33172

SECOND:

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: June 13th, 1965 .		
FOURTH:	Adoption of Amendment(s) (CHECR ONE)		
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
"Tì	e number of votes cast for the amendment(s) was/were		
sui	ficient for approval by		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signed this day 19th of June , 19 95 . Signature Wilayso re.			
(By the Chalfman of Vice Chalfman of the Board of Directors, President or other officer if adopted by the shareholder			
OR .			
(By a director if adopted by the directors)			
	OR		
(By an incorporator if adopted by the incorporators)			
· Milagros Rivero			
Typed or printed name			
President			
	Title		