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NAME: INTERNATIONAL PENSION CONSULTANTS, INC.
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ARTICLES OF INCORPORATION

OF

INTERNATIONAL PENSION CONSULTANTS, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

INTERNATIONAL PENSION CONSULTANTS, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000 shares of one class of common stock having a par value of \$10.00 per share. All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors.

Prepared By: Rosario P. Duncan, Esq.
2525 S.W. 27th Avenue
Suite 100
Miami, FL 33133
Florida Bar No.: 239909
305-858-5540

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ARTICLE IV

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2525 S.W. 27th Avenue
Suite 100
Miami, FL 33133

ARTICLE V

INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

The name and address of the initial Registered Agent is:

Andres Torres, Jr.
2525 S.W. 27th Avenue, Suite 100
Miami, FL 33133

ARTICLE VI

DIRECTORS

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that this corporation be managed by the shareholders. The name and address of the director of this corporation, who shall hold office for the first year or until her successor is duly elected and qualified, shall be:

Andres Torres, Jr.
2525 S.W. 27th Avenue, Suite 100
Miami, FL 33133

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ARTICLE VII

NAME OF INCORPORATOR

The name and address of the Incorporator is:

Andres Torres, Jr.
2025 S.W. 27th Avenue, Suite 100
Miami, FL 33133

ARTICLE VIII

INDEBTEDNESS

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. This corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to this corporation.

ARTICLE IX

CORPORATE INDEMNIFICATION

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including, without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this

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

Pursuant to the provisions of Section 607.0501 Florida Statute, 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.


1. The name of the corporation is **INTERNATIONAL PENSION CONSULTANTS, INC.**

2. The name and address of the Registered Agent and Office is: **Andres Torres, Jr., 2525 S.W. 27th Ave., Suite 100, Miami, FL 33133;**


ANDRES TORRES, JR.

DATED: April 11, 1995

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.


ANDRES TORRES, JR.
Registered Agent

DATED: April 11, 1995

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any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN THE WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein set out are true, and executed these Articles of Incorporation.

Andres Torres, Jr.
Andres Torres, Jr., Incorporator
DATED: April 11, 1995

STATE OF FLORIDA
COUNTY OF DADE

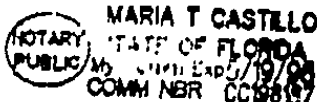
BEFORE ME, the undersigned authority, personally appeared ANDRES TORRES, JR. to me known to be the person described in or who produced n/a as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed and he did take the oath.

WITNESS my hand and official seal in the County and State named above this 11th day of April, 1995.

Maria T. Castillo
(print name of notary below):
Maria T. Castillo

My commission expires:

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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Affidavit

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared:
Leonardo R. Macaliras, Eloy de Armas and Antonio M. Sierra, whom
upon first being duly sworn, according to law, depose and say:

1. That Affiants are all residents of Dade County,
Florida.

2. That Affiants are in the process of dissolving a
Florida corporation known as: International Pension Consultants,
Inc.

3. That Affiants hold the following positions in said
corporation:

Leonardo R. Macaliras, President
Eloy de Armas, Vice President, Secretary & Treasurer
Antonio M. Sierra, Subscribor of the Capital Stock
of the corporation

4. That Affiants, in the above capacity, have the
authority to grant to Mr. Andres Torres, Jr., the right to use the
name of this corporation once it is dissolved, thereby giving him
the consent to incorporatu under this name.

5. That Affiants are dissolving the corporation
voluntarily and have no intention of using the name "International
Pension Consultants, Inc. in the future.

FURTHER AFFIANT SAYETH NAUGHT!

Leonardo R. Macaliras

Leonardo R. Macaliras
Address: 2525 S.W. 27th Ave.
Suite #100, Miami, FL 33133

Eloy de Armas

Eloy de Armas
Address: 2525 S.W. 27th Ave.
Suite #100, Miami, FL 33133

Antonio M. Sierra

Antonio M. Sierra
2600 Douglas Road, Suite 410
Coral Gables, FL 33134

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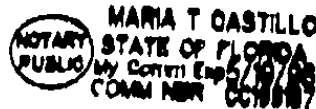
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforementioned and in the county aforementioned to take acknowledgments, personally appeared **LEONARDO R. MACERIAS, ELOY DE ARNAS, AND ANTONIO M. GIMENA**, to me known to be the person(s) described herein or who has produced _____ as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 22ND day of MARCH, 1995.

My commission expires:

Maria T. Castillo
 NOTARY PUBLIC, STATE OF FLORIDA
 (please print name of Notary below)
Maria T. Castillo

Prepared by:
 Rosario P. Duncan, Esq.
 2600 Douglas Road
 Suite 410
 Miami, FL 33134



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