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NonProfit	Resignation of R.A., Officer/Director		
Limited Liability	AMENDMENTS  Amendment  Resignation of R.A., Officer/Director  Change of Registered Agent		
Domestication	Dissolution/Withdrawal		
Other	Merger		
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OTHER FILINGS	REGISTRATION/ QUALIFICATION	$\langle j \rangle \rangle$	
Annual Report	Foreign		
Fictitious Name	Limited Partnership		
Name Reservation	Reinstatement		
	Trademark		
	Other	Ex	aminer's Initials
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CR2E031(10/92)

# **ARTICLES OF INCORPORATION**

<u>OF</u>

## PAR AND ASSOCIATES, CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person do competent to contract, hereby forms a corporation under the laws of the State of Florida.

# ARTICLE I

The name of the corporation is PAR AND ASSOCIATES, Corp.

# ARTICLE II

# DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exists perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### **ARTICLE III**

This corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE IV**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities

#### <u>ARTICLE V</u>

# INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 7990 N. W. 60 Street, Miami, Florida 33166 and the name of the initial registered agent of this corporation at that address is TEOBALDO ROSELL JR.

# **ARTICLE VI**

# INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) director(s) initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The names and street addresses of the initial directors are:

MARIA DEL PILAR ANTORCHA 7329 MONACO STREET CORAL GABLES, FLORIDA 33143

DR. JULIO PITA 8950 S.W. 88 STREET MIAMI, FLORIDA

TEOBALDO ROSELL JR. 7990 N.W. 60 STREET MIAMI, FLORIDA 33166

# ARTICLE VII

The name of the incorporator to these Articles of Incorporation is:

MARIAZELL H. ARIAS 1108 N.W. 180 AVENUE PEMBROKE PINES, FLORIDA 33029

#### ARTICLE VIII

# **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX

#### INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

#### ARTICLE X

#### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st. day of May, 1995.

INCORPORATOR

MÁRIAZĖLĽ H. ARIAS

STATE OF FLORIDA)

) SS.

COUNTY OF DADE )

BEFORE ME. a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARIAZELL H. ARIAS known to be and known by me to be the person who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of County aforesaid, this 29th day of December 1994.

NOTARY PUBLIC, State of Florida at Large

rely M. Laurencio

EVELYN M. LAURENCIO
MY COMMISSION # CC 407823
EXPIRES: December 14, 1996
Bonded Thru Notzry Public Underwriters

## **CERTIFICATE OF REGISTERED AGENT**

<u>QF</u>

# PAR AND ASSOCIATES, CORP.

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

That PAR AND ASSOCIATES, CORP. desiring to organize under the laws of the State of Florid with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Teobaldo Rosell Jr., 7990 N.W. 60 Street, Miami, Florida 33166, 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 place designated in this Certificate, we hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated this first day of May, 1995.

TEORAL DO ROSELL ID