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DIVISION OF CORPORATIONS
DEPARTMENT
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

H9500005390

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CARDENAR & LOPEZ, INC.
FAX AUDIT NUMBER: H95000005390
DATE REQUESTED: 05/12/1995
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**ARTICLES OF INCORPORATION
CARDENAS & LOPES, INC.**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

I

The name of the corporation shall be **CARDENAS & LOPES, INC.**

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provide that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or

Nicolas Cardenas & Assoc. 1
782 N.W. LETUNG RD, #484
Miami, FL 33126
(305) 448.2823
Nicolas Cardenas

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attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred shares of \$1.00 par value each.

IV

The existence of this corporation shall be perpetual.



The principal office of this corporation shall be:
782 N.W. Le Jeune Rd., #434, Miami, Florida 33126.

VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

VII

The name and address of the first Board of Director, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

NICOLAS CARDENAS

VIII

The names and addresses of each subscriber to the Certificate of Incorporation are as follows:

NAME	ADDRESS	SHARES	CONSIDERATION
NICOLAS CARDENAS	782 N.W. Le Jeune Rd. #434, Miami, Fl 33126	100*	\$100.00

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IX

The Registered Agent and the registered office for this corporation are: **NICOLAS CARDENAS**
782 N.W. Le Jeune Rd., #434, Miami, FL 33126

X

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NICOLAS CARDENAS, President/Treasurer/Secretary

XI

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: **PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER**, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XII

ARTICLES V. VOTING RIGHTS

Each holder of par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

XIII

PREEMPTIVE RIGHTS

Each stockholder shall have preemptive rights. Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

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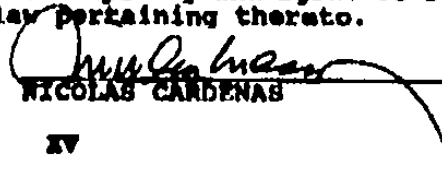
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already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

XIV

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


NICOLAS CARDENAS

XV

INCORPORATOR

The names and addresses of the persons signing these Articles are:

NICOLAS CARDENAS, 782 N.W. Le Jeune Rd., #434, Miami, Fl 33126

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 12th day of May, 1995.


NICOLAS CARDENAS

STATE OF FLORIDA
COUNTY OF DADE ,

I HEREBY CERTIFY that on this day personally appeared before me an officar duly authorized to administer oaths and take acknowledgements, NICOLAS CARDENAS, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed. NICOLAS CARDENAS is personally known to me or has produced _____ identification.

WITNESS my hand and official seal in the County and State aforesaid this _____ day of May, 1995.

NOTARY PUBLIC STATE OF FLORIDA

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

**FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694**

ACCT#: 072450003255

FAX #: (305)541-3770

**AME: CARDENAS & LOPEZ, INC.
AUDIT NUMBER.....H96000013352
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TALLAHASSEE, FLORIDA**

W96 20242

*Corporation
Linda*



FLORIDA DEPARTMENT OF STATE
Sandra B. Morison
Secretary of State

September 24, 1988

CARDENAS & LOPEZ, INC.
782 N.W. LE JUNE ROAD
#434
MIAMI, FL 33126

SUBJECT: CARDENAS & LOPEZ, INC.
REV: P950000138032

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

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX And. #: 896000013352
Letter Number: 896A00043990

September 25, 1996

CARDENAS & LOPEZ, INC.
782 N.W. LE JEUNE ROAD
#434
MIAMI, FL 33126

SUBJECT: CARDENAS & LOPEZ, INC.
REF: P95000038032

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

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000013352
Letter Number: 196A00044163

P45000031032

H96000013352

CERTIFICATE OF AMENDMENT

Cardenas & Lopez, Inc.

Cardenas & Lopez, Inc., a corporation of the State of Florida, whose registered office is located at 782 NW Le Jeune Rd, Suite 434, Miami FL 33126, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on Sept. 24, 1996, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE I of the Articles of Incorporation is amended to read as follows:

ARTICLE I

The name of the corporation shall be Antonio R. Lopez, CPA Inc. The number of votes cast was sufficient for approval.

Signed on September 24, 1996

By: 
President, Antonio R. Lopez

CARDENAS & LOPEZ INC.
782 N.W. LEJEUNE RD. # 434
MIAMI, FL 33126
(305) 448. 3323
ANTONIO R. LOPEZ, CPA

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TALLAHASSEE, FLORIDA

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