

P95000042092

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 24 PM 3:57

TRANSMITTAL LETTER

May 15, 1995

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

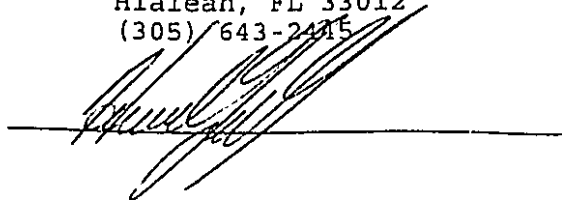
800001498428  
-05/24/95--01076--006  
\*\*\*122.50 \*\*\*122.50

Subject: Guardian Insurance of Hialeah, Inc.

Dear Sir/Madam:

Enclosed please find check No. 1036 in the amount of \$122.50 representing payment of the filing fee and payment for the designation of registered agent. Also enclosed please find the original and a copy of the articles of incorporation and the original and a copy of certificate of designation of registered agent.

FROM: Humberto Gonzalez, Incorporator  
835 West 49th Street  
Hialeah, FL 33012  
(305) 643-2415



JP 5/30/95

95 MAY 24 PM 3:57

ARTICLES OF INCORPORATION  
OF  
GUARDIAN INSURANCE OF HIALEAH, 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 - NAME

The name of the Corporation shall be: Guardian Insurance of Hialeah, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

11300 N.W. 87 Court, #143  
Hialeah Gardens, FL 33016

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida

ARTICLE IV - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of one (\$1.00) dollar per share.

ARTICLE VI - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michael C. Montero, Esq.  
780 N.W. 42nd Avenue, Suite 300  
Miami, FL 33126.

ARTICLE VIII - NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Humberto Gonzalez  
835 West 49th Street  
Hialeah, FL 33012

ARTICLE IX - DIRECTORS

The initial Board of Directors shall consist of one (1) member. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's Bylaws.

The names and addresses of the member of the First Board of Directors is:

Humberto Gonzalez  
835 West 49th Street  
Hialeah, FL 33012

ARTICLE X - OFFICERS

The name, address and title of the initial officer of the Corporation is:

Humberto Gonzalez - President/Secretary/Treasurer  
835 West 49th Street  
Hialeah, FL 33012

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII - REIMBURSEMENT FOR ORGANIZATIONAL  
AND CERTAIN OTHER PRE-INCORPORATION EXPENSES; ADOPTION  
OF CONTRACTS

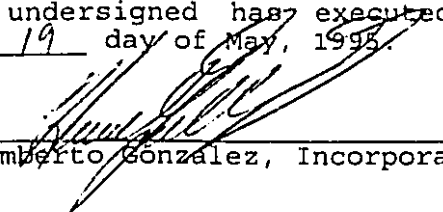
The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation

further authorizes its Directors to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XIII - RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of May, 1995.

  
\_\_\_\_\_  
Humberto Gonzalez, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 24 PM 3:57

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

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, 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: Guardian Insurance of Hialeah, Inc.

2. The name and address of the registered agent and office is:

Michael C. Montero, Esq.  
780 N.W. 42nd Avenue, Suite 300  
Miami, FL 33126

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.

Dated this 19th day of May, 1995.

Michael C. Montero  
Michael C. Montero, Esq.