

P95000052753 Order Number Only

*2000-10-10*  
*James D. Smith*  
Requestor's Name  
*255 Alameda Blvd*  
Address  
*Alameda Blvd # 20145*  
City State ZIP Phone  
*442-2087*

VALIDATION ONLY

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1995 JUL 10 PM 2:44  
SECRET  
TALLAHASSEE, FLORIDA

\*\*\*\*\*15:30:24  
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CORPORATION(S) NAME

*PRO-Syst Management, Inc.*



FLORIDA DEPARTMENT OF STATE  
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ARTICLES OF INCORPORATION

OF

PRO-SYST MANAGEMENT, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is:

PRO-SYST MANAGEMENT, INC.

II. DURATION

The period of its duration is perpetual.

III. CAPITAL STOCK

The corporation is authorized to issue shares, all of one class, at \$1.00 par value. This stock will be considered to be section 1244 stock.

IV. INITIAL REGISTERED OFFICE AND AGENT

PRINCIPAL OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

Fernando Valderrama  
8923 NW 147th Terrace  
Miami, Florida 33016

V. PURPOSE

The general purpose for which the corporation is organized shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of American.

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**VI. INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than (1).

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

Fernando Valderrama  
8923 NW 147th Terrace  
Miami, Florida 33016

**VII. INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Fernando Valderrama  
8923 NW 147th Terrace  
Miami, Florida 33016

**VIII. BYLAW AMENDMENT**

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

**IX. INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**X. INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary

of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI. AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**XII. NON-RESIDENT DIRECTORS**

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

**XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

**XIV. PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares,

and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**XV. MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

[Signature]  
(Witness)

[Signature]  
Fernando Valderrama

STATE OF FLORIDA       )  
                                  )     SS:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared **FERNANDO VALDERRAMA**, well known to me, and to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

<sup>11</sup> day of July 1997

OFFICIAL NOTARY SEAL  
LIONEL BARNET  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC389938  
MY COMMISSION EXP. JUNE 29, 1998

[Signature]  
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE: NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

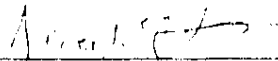
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named as its agent to accept service within this state, **FERNANDO VALDERRAMA 8923 NW 147th Terrace, Miami, Florida 33016.**

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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.

  
\_\_\_\_\_  
**Fernando Valderrama., Resident Agent**

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