CORPORATION(S) NAME    Prolit	<u>. 7.20.95</u>	CONCERT STITE Phone	95 M 21 F 30 T T T T T T T T T T T T T T T T T T
Prolit	CORPORATION	N(S) NAME	
( ) Cartified Copy ( ) Photo Copies ( ) Certificate Under Seal ( ) Call When Ready ( ) Call If Problem ( ) After 4:30 ( ) Walk In ( ) Will Walt ( ) Pick Up ( ) Mail Out	PRP	LASSOR: AT	MPIRE
( ) Cartified Copy ( ) Photo Copies ( ) Cartificate Under Seal ( ) Call When Ready ( ) Call If Problem ( ) After 4:30 ( ) Walk In ( ) Will Walt ( ) Pick Up ( ) Mail Out		( ) Amendment	( ) Merger
( ) Cartified Copy ( ) Photo Copies ( ) Certificate Under Seal ( ) Call When Ready ( ) Call If Problem ( ) After 4:30 ( ) Walk In ( ) Will Walt ( ) Pick Up ( ) Mail Out	( ) Foreign	( ) Dissolution	( ) Mark
( ) Cartified Copy ( ) Photo Copies ( ) Cartificate Under Seal ( ) Call When Ready ( ) Call If Problem ( ) After 4:30 ( ) Walk In ( ) Will Walt ( ) Pick Up ( ) Mail Out			( ) Other ( ) Change of Registered Agent
( ) Call When Ready ( ) Call If Problem ( ) After 4:30 (/) Walk In ( ) Will Walt ( ) Pick Up ( ) Mall Out	( /) Certified Copy	( ) Photo Coples	( ) Certificate Under Seal
	Name Availability	Valt ( ) Pick L	( ) After 4:30 Jp ( ) Mell Out
Availability  Document  Examiner  Updater  Verifier		A Comment of the Comment	

R CHESSER

JUL 2 1 1995

CR2E031 (RB-85)

Acknowledgment

W.P. Verifier

#### ARTICLES OF INCORPORATION

OF

# PRP & ASSOCIATES, INC.

#### NAME

The name of this Corporation is PRP & Associates, Inc.

## ARTICLE II

#### PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 5554 N.W. Miami Court, Miami, Florida 33127.

## ARTICLE III

## NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conductive thereto or expedient.

#### ARTICLE IV

## TERM OF EXISTENCE

This Corporation shall have perpetual existence unless somer dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### ARTICLE V

## CAPITAL STOCK

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

## ARTICLE VI

#### PREEMPTIVE RIGHTS

Every shareholder of Common Shares, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which such new stock is offered to others.

## ARTICLE VII

## INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5554 N.W. Miami Court, Miami, Florida 33127 and the name of the initial registered agent of this Corporation at the address is Pedro Pelaez.

#### ARTICLE VIII

## INITIAL BOARD OF DIRECTORS

The Corporation shall have one director. 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. The name and address of the initial director of this corporation is as follows:

NAME Pedro Pelaez ADDRESS 5554 N.W. Miami Court Miami, Florida 33127

## ARTICLE IX

### DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

#### ARTICLE X

## VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

## ARTICLE XI

### CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly

equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

#### ARTICLE XII

## AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

## ARTICLE XIII

#### POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

#### ARTICLE XIV

### DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

#### ARTICLE XV

## INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any person or persons who may

have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### ARTICLE XI

## INCORPORATOR

The name and address of the person signing these Articles is:

PEDRO PELAEZ 5554 N.W. Miami Court Miami, Florida 33127

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 1840 day of July, 1995.

PEDRO PELAEZ

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607,0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the register office/registered agent, in the State of Florida.

- The name of the Corporation is PRP & Associates, Inc. 1)
- The name and address of the registered agent is as 2) follows:

PEDRO PELAEZ 5554 N.W. Miami Court Miami, Florida 33127

Pedro Pelaez, Chcorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF THIS 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.

ADDITION - 1200 - FRORIDA DE PARTMENT OF STATE							
APPLICATION FOR	Sandra B. Morthan Secretary of State	١	#ILED				
REINSTATEMENT DOMESTIC COMPONATIONS			96 NEC 13 AM11: 55				
DOCUMENT # PCF X COOK W(00)			SECRETARY OF STATE TALLAHASSEE, FLORIDA				
PRP & ASSOCIATES	, INC.		Wern the together				
6801 NW 77 HAVE, STE 302			REINSTATEMENT OLO				
MIAMI, FL 3316C			bo not witti tii Dic⊁a	ACI.			
2. Now Principal Office Address: If Apple able	How Principal Office Address: If Applicable United Mailing Maili		4 Date tricoperated or Qualified To Do Business in Forgita 7 2 1/9				
Caty & State	Saide Apt # etc City & State	V-		Applied For Not Applicable			
/hp Country	ър Country	CENTIFICAT		5 Additional Fee required in Certificate of Status			
7 Names and Stood Addressos of Facility Officer and/a  Name of Officers and/or Data for:	Street Ad Officer at	dress of Facti ad/or Durellar	City / Sta	ita / Ζip			
1 (Do NO)		TACASA	C. GABLES	R 33/86			
1 TENCO PELME							
= 12/18/9601012002 -12/18/9601012002 ****375.00 ****375.00							
			100012	-12-011			
8. Name and Address of Current Registered Agent 9. Name and Address of New Registered Agent Name							
PEDRO PELAEZ			O Box Number is Net Acceptable)				
610 DESTADO AVE Suite, Apt. #, Etc			8				
C. CABLES, FR 33156 City State Zip Code FL							
10 I, being appointed the regressed up at of the above numed corporation, am familiar with and accept the obligations of Section 607.0505, F.S.  Signature of Registered Agent X BECSTY ED AGENT MUST SIGN  Date X 12/10/36							
11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No No (See other side for information on intangible tax )							
12. I do hereby certify that the information supplied with this fifting is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k). Florida Statutes, I release the Division's Charporations, from unit by other compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an other or director is the receiver or tostee empowered to execute this application as provided for in chapter 607 or 617, E.S. I further certify that when hing this, reinstatement application for the disciplinant him been eliminate in most ename satisfies the requirements of section 607.0401 or 617.0401, E.S. and that all feet owed by the corporation have been piled. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under eath.							
SIGNATURE: X SGNATURE AND TYPED OR PRINTED MAINT OF SIGNING OFFICER OR DIRECTOR X 12/10/91 X 305- \$63-0490 Daytime Phone :							