



Summit
Consulting Group

P95000058782

June 23, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500001552275
-08/02/95--01083--007
****122.50 ****122.50

RE: Articles of Incorporation of Summit Consulting Group of Miami, Inc.

Dear Sir/Madam:

Enclosed for filing, please find the original and one (1) copy of the Articles of Incorporation for Summit Consulting Group of Miami, Inc. and Resident Agent Certificate. Please return a certified copy to the above listed address. Also enclosed is a check in the amount of \$122.50 made payable to the State of Florida for the required filing fee and cost of obtaining a certified copy.

Should you have any questions, please feel free to contact me at (305) 448-6750.

Sincerely,


Benjamin A. Sardiñas

W45-13369

RMC
6/30/95

685,671

FILED
JUL 31 PM 12:04
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1995

BENJAMIN A. SARDINAS
SUMMIT CONSULTING GROUP
1000 PONCE DE LEON BLVD SUITE 310
CORAL GABLES, FL 33134

SUBJECT: SUMMIT CONSULTING GROUP OF MIAMI, INC.
Ref. Number: W95000013369

We have received your document for SUMMIT CONSULTING GROUP OF MIAMI, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 795A00032182



July 27, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation of Summit Consulting Group of Miami, Inc.

Dear Sir/Madam:

Enclosed for filing, please find the original and one (1) copy of the Articles of Incorporation for Summit Consulting Group of Miami, Inc. and Resident Agent Certificate. Please return a certified copy to the above listed address. Also enclosed is a check in the amount of \$122.50 made payable to the State of Florida for the required filing fee and cost of obtaining a certified copy.

Should you have any questions, please feel free to contact me at (305) 448-6750.

Sincerely,



Benjamin A. Sardiñas

ARTICLES OF INCORPORATION
OF
Summit Consulting Group of Miami, INC.

FILED
95 JUL 31 PM 12:04
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit

ARTICLE ONE

The name of the Corporation shall be:

Summit Consulting Group of Miami, Inc.

ARTICLE TWO

This Corporation shall exist perpetually thereafter unless sooner dissolved according to law.

The general purpose for which the Corporation is organized is to provide consulting services, any and all lawful business for which the Corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE THREE

This Corporation may engage in any activity of business permitted under the laws of the State of Florida

ARTICLE FOUR

Capital Stock Authorized: 100 shares

Par Value thereof: \$1.00

Characteristics of such stock shall be: common

ARTICLE FIVE

The initial street address in the State of Florida of the principal office of this corporation shall be:

1000 Ponce de Leon Boulevard - Suite 310
Coral Gables, Florida 33134

ARTICLE SIX

The street address of the initial registered office is 1000 Ponce de Leon Boulevard - Suite 310, Coral Gables, Florida, 33134

The name of the Corporation's initial registered agent is Benjamin A. Sardiñas, ~~101 SW 22nd Road, Miami, Florida 33129~~

ARTICLE SEVEN

The number of directors of this Corporation shall be not less than one (1) director.

ARTICLE EIGHT

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified:

NAME:

Benjamin A. Sardiñas

ADDRESS:

101 SW 22nd Road
Miami, Florida 33129

ARTICLE NINE

The name and post office address of the subscribers to the Certificate of Incorporation is:

NAME:

Benjamin A. Sardiñas

ADDRESS:

101 SW 22nd Road
Miami, Florida 33129

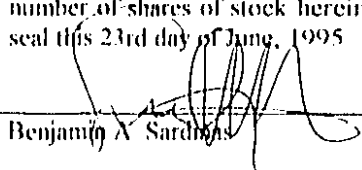
ARTICLE TEN

It is hereby expressly provided that at the option of the shareholder or shareholders of this Corporation at a duly called meeting, the shareholder or shareholders shall be given the powers and right to elect to take advantage of certain provisions of the Internal Revenue Code which allows for the election of a corporation to be organized and operated under Subchapter S. The shareholder or shareholders shall further be given the right and option to designate a plan for the issuance of 1244 Stock.

ARTICLE ELEVEN

The Corporation shall have all rights and powers consistent with the laws of the State of Florida

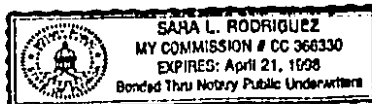
We, the undersigned being the original subscribers to the capital stock herein above-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly, do hereunto set my hand and seal this 23rd day of June, 1995


Benjamin A. Sardiñas

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of July, 1995, by Benjamin A. Sardiñas, as Subscriber of Summit Consulting Group of Miami, Inc., on behalf of the corporation. He is personally known to me and who did not take an oath

Name _____
NOTARY PUBLIC, State of Florida
Commission Expiration Date _____
Commission Number 00 266330



RESIDENT AGENT CERTIFICATE
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE (REGISTERED OFFICE) AND
PROCESS MAY BE SERVED

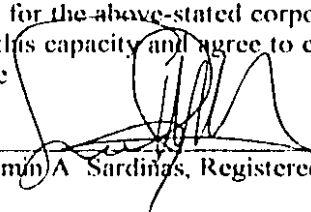
FILED
95 JUL 21 PM 12:04
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with the said Act

That Summit Consulting Group of Miami, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Coral Gables, County of Dade, State of Florida, has named Benjamin A. Sardiñas, located at 1000 Ponce de Leon Boulevard - Suite 310, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state and does designate such agent's address as its registered office within this State

ACKNOWLEDGMENT:

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



Benjamin A. Sardiñas, Registered Agent

MARSHA G. MADORSKY
ATTORNEYS AT LAW

P95000058782

January 28, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Amendments

Re: Summit Consulting Group of Miami, Inc.

700002092167--5
-02/19/97--01073--007
*****70.00 *****35.00

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Amendment to Articles of Incorporation for the above, together with our check payable to the Department of State, Division of Corporations in the amount of \$70.00, which includes the fee for change of registered agent.

Please file the enclosed Amendment and return a stamped filed copy of same to the undersigned. I have enclosed a self addressed stamped envelope for your convenience.

Very truly yours,

Marsha G. Madorsky

Enclosure
MGM/nb

\$70.00 - CF

700002092167--5
Amend
-02/19/97--01073--007
*****70.00 *****70.00

V8 FEB 1 8 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SUMMIT CONSULTING GROUP OF MIAMI, INC.

FILED
97 FEB 10 AM 9:48
TALLAHASSEE
FLORIDA

WE, the undersigned, being all of the Stockholders of SUMMIT CONSULTING GROUP OF MIAMI, INC., a Florida corporation, do hereby manifest our intention that ARTICLE FOUR and ARTICLE SIX of the Articles of Incorporation of SUMMIT CONSULTING GROUP OF MIAMI, INC. original filed in the office of the Secretary of State of Florida on July ³¹~~27~~, 1995, so that ARTICLE FOUR and ARTICLE SIX of the Articles of Incorporation shall now read and provide as follows:

ARTICLE FOUR

Capital Stock: The Corporation is authorized to issue 5,000 shares at \$.10 par value common stock. All such shares are of one class and shall be designated "common stock".

Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares in proportion to their ownership.

ARTICLE SIX

The street address of the registered office is: 100 S.E. 2nd Street, Suite 4650, Miami, Florida 33131.

The name of the Corporation's registered agent is: Marsha G. Madorsky, 2665 South Bayshore Drive, Suite 603, Miami, Florida 33133.

These Articles of Amendment to Articles of Incorporation of Summit Consulting Group of Miami, Inc. shall be effective as of December 31, 1995.

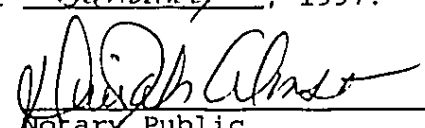
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 24th day of January, 1997.


BENJAMIN A. SARDINAS
President

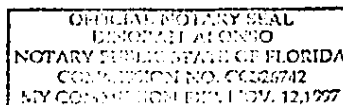
STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

Before me personally appeared BENJAMIN A. SARDINAS, the President of SUMMIT CONSULTING GROUP OF MIAMI, INC., to me well known to be the person or who has produced _____ as identification, who executed the foregoing as such President and he acknowledged that he executed the same for purposes therein expressed and statements herein contained are true.

Witness my hand and official seal in the County and State last aforesaid this 24th day of January, 1997.



Notary Public
State of Florida at Large
Dinorah Alonso
Printed Name of Notary Public



**CERTIFICATION OF DESIGNATION
REGISTERED AGENT**

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 registered registered agent, in the State of Florida

1. The name of the corporation is: **SUMMIT CONSULTING GROUP OF MIAMI, INC.**

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

MARSHA G. MADORSKY, ESQ.
2665 South Bayshore Drive
Suite 603
Miami, Florida 33133

SUMMIT CONSULTING GROUP OF MIAMI, INC.

By: 
BENJAMIN SARDINAS, President

DATE: January 24, 1997

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.


REGISTERED AGENT

DATED: 1-27-97