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JOEL R. MAGAZINE, P.A.

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July 24, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: PACIFIC COAST SOUTH, INC.

Dear Sirs,

Enclosed please find an original and a copy of the Articles of Incorporation for the above mentioned company. I have also enclosed a check for \$122.50 to cover the filing fee for this corporation.

Please mail a certified copy of the filed Articles in the enclosed, self-addressed envelope provided.

Thank you for your cooperation regarding this matter.

Sincerely,

Sylvia Bedoya
SYLVIA BEDOYA
Secretary for Joel R. Magazine

JRM:sh

Enclosures

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-07/31/95--01052--013
***122.50 ***122.50

JRM
JD

**ARTICLES OF INCORPORATION
OF
PACIFIC COAST SOUTH, INC.**

The undersigned subscriber(s) to these Articles of Incorporation a natural person(s) competent to contract under the laws of the State of Florida do(es) hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: PACIFIC COAST SOUTH, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 7,500 shares of \$1.00 par value. All said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be One Thousand (\$1,000.00) Dollars.

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The principal office of this corporation shall be located at: 7620 N.W. 25 Street, Suite J, Miami, Florida 33122. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

The Board of Directors of this corporation shall consist of no less than one (1) member. The number of directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall be subject to these Articles of Incorporation, By-laws, and the laws of the State of Florida to hold office for the first year of the corporation's existence, or until their successors have been elected and qualified, are as follows:

CHRISTOPHER W. JESTER 7620 N.W. 25 Street
Suite J
Miami, Fl. 33122

ARTICLE IX

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

CHRISTOPHER W. JESTER 7620 N.W. 25 Street
Suite J
Miami, Fl. 33122

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE X

The names and addresses of each of the subscribers to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of 100% the amount of capital with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARES	AMOUNT
CHRISTOPHER W. JESTER	7620 N.W. 25 St. Suite J Miami, Fl 33122	7,500	\$7,500.00

ARTICLE XI

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

CHRISTOPHER W. JESTER President/Secretary
Vice President/Treasurer

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

1. No one other than an individual who is duly licensed as stated above under the laws of the State of Florida may own any corporate stock of this corporation, nor may any stockholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholder's meeting, specifically called for that purpose, by not less than a majority of the outstanding stock at such stockholder's meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

IN WITNESS WHEREFORE, I, CHRISTOPHER W. JESTER, the undersigned, being the authorized incorporator herein above named, for purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do hereby and make and file these Articles of Incorporation and do hereby declare and certify that the facts herein stated are true, and I hereunto set my hand and seal this 22nd day of July, 1995.

Christopher W. Jester
CHRISTOPHER W. JESTER

STATE OF FLORIDA)
)
COUNTY OF DADE)

I hereby certify that on this day, personally appeared CHRISTOPHER W. JESTER, to me well known to be the same person described herein, who executed these Articles of Incorporation, and produced his Florida Driver's License as

Identification and he acknowledged before me, the Articles to be his act and deed and that the facts set forth therein are true and correct to the best of my knowledge.

WITNESS my hand and seal in the County of Dade, Miami, Florida, this 12th day of July, 1995.

[Signature]
NOTARY PUBLIC, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 07/12/98
BONDED THREE THOUSAND DOLLARS

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent for the above mentioned corporation for the purpose of accepting service of process for PACIFIC COAST SOUTH, INC. at the place designated in the Articles of Incorporation, CHRISTOPHER W. JESTER, hereby accepts such appointment and agrees to act in such capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

DATE: 7/27/95

[Signature]
CHRISTOPHER W. JESTER

TO :
DEPARTMENT OF STATE

P95000059499

NUMBER

538

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	1,967.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	1,967.50	OTHER	4

CROSS REF	SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	2	
12	45-20-2-130001-45300000-00-000100-00	1	
12	45-20-2-130001-45300000-00-000100-00	3	122.50
12	45-20-2-130001-45300000-00-000100-00	3	122.50
12	45-20-2-130001-45300000-00-000100-00	4	122.50
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	575.00

GRAND TOTAL: \$ 1,967.50

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Process Date: 08/11/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer