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TALLAHASSEE, FL 32399
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PHONE: (305) 541-3094
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: D & R CONSULTING AND PROFESSIONAL SERVICES, INC.
FAX AUDIT NUMBER: H96000000195
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Ofelia Damas, Esq.
3191 Coral Way
3rd Floor
Miami, FL 33145
(305) 443-6163
FL Bar # 951862

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**ARTICLES OF INCORPORATION
OF
D & R CONSULTING AND PROFESSIONAL SERVICES, INC.**

The undersigned, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida:

ARTICLE I

The name of this corporation is **D & R CONSULTING AND PROFESSIONAL SERVICES, INC.** The mailing address of this corporation shall be 8801 N.W. 27th Avenue, Miami, Florida 33147.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the extent as natural persons might do, viz:

1. Transact any and all lawful business:
2. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

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To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, approve, use, and otherwise deal in and with real personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other governments, state, territory, governmental district, or municipality, or of any instrumentality;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation, define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any lawful business which will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees, and for any or all of the directors, officers, employees of its subsidiaries;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00.

ARTICLE V

The street address of the initial registered office and the name of the initial registered agent of the corporation shall be: Ofelia Damas, Esq. 3191 Coral Way, 3rd Floor, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ARTICLE VI

The initial Board of Directors shall consist of one person and the name and address of the person who is to serve as initial director is:

Ofelia Damas
Director/President

1182 N.E. 196 Street
North Miami, Florida
(305) 651-5315

ARTICLE VII

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

Ofelia Damas
1182 N.E. 196 Street
Miami, Florida 33179

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ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, shall be 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 IX - FURTHER POWERS

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation, other than the stock book, or any of them be open for the inspection of stockholders; and no stockholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within the within or without the State of Florida, and to keep the books of this corporation, subject to the provisions of the statutes, outside the State of Florida, at such places as may from time to time be designated by the Board of Directors. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, any all right conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X - DEATH OF STOCKHOLDERS AND/OR DIRECTORS

The corporation shall have the sole right of first purchase regarding any outstanding stocks, bonds, securities or mortgages, from any director and/or stockholder whose death is imminent, or who has died while employed or otherwise rendering his/her services to this corporation. The corporation shall retain the exclusive right to purchase any kind or type of outstanding stocks at fair market value, and to make such decision within a two year period (24 months) from the date of the stockholders' or officers' death.

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Furthermore, any originally issued stock, once purchased from the estate of such individual shall be redistributed equally amongst the remaining stockholders of the corporation.

ARTICLE XII - STOCKHOLDER OWNERSHIP

The stock ownership of the D & R CONSULTING AND PROFESSIONAL SERVICES, INC. shall be distributed equally amongst the following stockholders:
Ms. Ofelia Damas

and furthermore, that such stock ownership, which comprises 100% (One Hundred Percent - 100%) ownership of this legal business entity will be redistributed in 100% segments to each original member, for any original stock issuance during the inception process of the corporation, or at any time thereafter, for any remaining outstanding stock that is to be distributed.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of January, 1996.


Incorporator Ofelia Damas

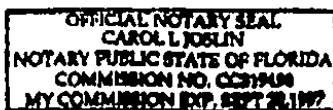
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th day of January, 1996, by Ofelia Damas, who is personally known to me and who did/did not take an oath.


Notary Public, State of Florida

Print: Carol L. Joslin

My Commission Expires:



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**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 designation of the registered office and registered agent in the State of Florida.

First that D & R CONSULTING AND PROFESSIONAL SERVICES, INC. desiring to organize under the laws of the State of Florida the principal office, as indicated in the Articles of Incorporation has named Ofelia Damas, Esq. c/o Patino & Associates, P.A. located at 3191 Coral Way, 3rd Floor, Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

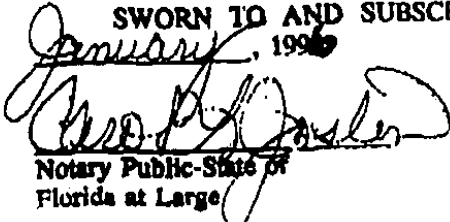
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

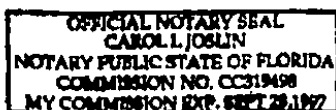

Ofelia Damas, Esq.

STATE OF FLORIDA)
 ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Ofelia Damas, Esq., who is well known to me or has produced a for identification and, who, after first being duly sworn and cautioned, states that he/she has affixed his/her signature to this document at his/her free will.

SWORN TO AND SUBSCRIBED before me on this day of


Notary Public-State of
Florida at Large



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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