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ARMSTRONG & MEYER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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1000 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

January 16, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

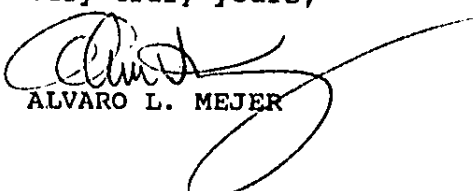
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Re: Ana-Maria Menedez Mejer, P.A.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation of the above referenced Corporation together with a check in the amount of \$122.50 to cover filing fee. Also enclosed is a self-addressed stamped envelope so that you may mail us the certified copy of the Articles of Incorporation.

Very truly yours,


ALVARO L. MEJER

ALM/ik

Enclosure
C:\wpwin\ltrs96\96-2984.001

JAN 24 1996 BSB

Alvaro Mejer GAVE

AUTHORIZATION

HE TO

correct Principal Officer

DATE 1/25/96

BY BSB

FILED
96 JAN 22 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANA-MARIA MENENDEZ MEJER, P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Services Corporation Act, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

ANA-MARIA MENENDEZ MEJER, P.A.

ARTICLE II

NATURE OF BUSINESS

The nature of business of this professional corporation and the objects and purposes proposed to be transacted and carried by it are as follows:

1. To perform professional legal services as an attorney at law.
2. To engage in any activity or business permitted for professional service corporations under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this professional corporation shall consist of 100 shares of Common Stock having a par value of \$1.00 per share, all of which shall be fully paid and nonassessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, tangible or intangible, or labor or services actually performed for this professional corporation, at a value to be fixed by the directors. Shares may be issued until the full amount of the consideration for such shares has been paid. Neither promissory notes nor future services shall constitute full or part payment for the issuance of shares of this professional corporation.

I. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

II. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the

Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

III. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

ARTICLE IV

TERM OF EXISTENCE

The professional corporation shall have perpetual existence.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPLE OFFICE ADDRESS

The street address of the initial registered office of this Corporation in the State of Florida shall be: ANA-MARIA MENENDEZ MEJER, 414 Camilo Avenue, Coral Gables, Fla. 33134.

The name of the initial registered agent of this Corporation at that address shall be: 414 Camilo Avenue, Coral Gables, Fla. 33134.

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS
NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
ANA-MARIA MENENDEZ MEJER	414 Camilo Avenue, Coral Gables, Fla. 33134.

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing

these Articles of Incorporation is as follows:

NAME	STREET ADDRESS
ANA-MARIA MENENDEZ MEJER	414 Camilo Avenue, Coral Gables, Fla. 33134.

ARTICLE IX
SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted to professional service corporations comprised of attorneys at law under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 4 shall include the authority to establish the payment of bonuses, stock options, and pension and profit sharing plans, and incentive plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of January 1996.

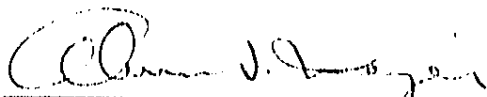

ANA-MARIA MENENDEZ MEJER,
INCORPORATOR

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME personally appeared ANA-MARIA MENENDEZ MEJER to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed

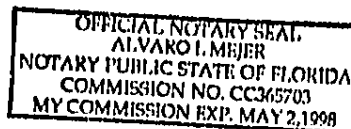
the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county aforesaid, this
12 day of January, 1996.



NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ANA-MARIA MENENDEZ MEJER, P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 414 Car .o Avenue, Coral Gables, Fla. 33134 has named ANA-MARIA MENENDEZ MEJER located thereat as its registered agent to accept service of process within this State.

By: *Ana Maria Menendez Mejer*
INCORPORATOR

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: *Ana Maria Menendez Mejer*
REGISTERED AGENT

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA