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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE IT COMPANY
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(((H96000001415))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MIAMI BUSIENSS COUNSELORS, INC.

FAX AUDIT NUMBER: H96000001415

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FLORIDA DIVISION OF CORPORATIONS

96 JAN 30 AM 10:26

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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

of

MIAMI BUSINESS COUNSELLORS, INC.

We, the undersigned, hereby associated ourselves together for the purpose of becoming 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, rights, privileges, immunities of incorporation for profit.

ARTICLE I: The name of the corporation shall be:
MIAMI BUSINESS COUNSELLORS, INC.

ARTICLE II: The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III: The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 50 shares of common stock, which shares shall be of TEN DOLLARS value each. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV: The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V: The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDREDS DOLLARS.

ARTICLE VI: The existence of the corporation is perpetual.

ARTICLE VII: The initial post office address of the principal office of the corporation in the State of Florida is: 13718 S.W. 9 ST., MIAMI, FL. 33184

Enrique J. Venta, Accountant,
13718 S.W. 9 street,
Miami, FL. 33184
(305) 553-6566

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The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Register Agent at the registered address is: Rolando O. Montoya.

ARTICLE VIII: The business of the corporation shall be managed by a Board of Directors consisting of two directors. A Quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX: The names and post office addresses of the members of first Board of Directors and the slate of Corporate Officers are as follows:

NAME	TITLE	ADDRESS
Rolando O. Montoya	President	478 S.W. 87 COURT., Miami, Fl. 33174
Alicia C. Montoya	Secretary/Treas.	Ditto


ARTICLE X: The names and post office addresses of the subscribers of the Articles of Incorporation, and number of shares that they agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
Rolando O. Montoya	478 S.W. 87 Court Miami, Fl. 33174	30
Alicia C. Montoya	Ditto	20

ARTICLE X The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this twenty nine day of January, year 1996.


Rolando O. Montoya


Alicia C. Montoya

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: MIAMI BUSINESS COUNSELLORS INC DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 13718 S.W. 9 St., Florida has named Rolando O. Montoya AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.



Rolando O. Montoya

On Miami, at 29 th day of January year 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Rolando O. Montoya.

On Miami at the 29 th day of January year 1996.

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