

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



network
PRESIDENTIAL
LEGAL & FINANCIAL SERVICE

16000012868

REFERENCE # 841729 940100

AUTHORIZATION #

COST LIMIT # 1 PREPAID

ORDER DATE # February 9, 1996

ORDER TIME # 11:40 AM

ORDER NO. # 841729

CUSTOMER NO: 940100

CUSTOMER: Michael Ortiz, Esq
MICHAEL ORTIZ, P.A.

Suite 902, Grand Bay Plaza
2665 South Bay Shore Drive
Miami, FL 33133

800001711818
-02/09/96--01049--025
***122.50 ***122.50

DOMESTIC FILING

NAME: NEXT TECH FRANCHISING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

FILED
96 FEB -9 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB -9 PM 1:19
DIVISION OF CORPORATION

T. BROWN FEB 12 1996

Law Office
MICHAEL ORTIZ, P.A.

*Suite 302
Grand Bay Plaza
2665 South Bayshore Drive
Miami, Florida 33133*

*Telephone (305) 856-7879
Facsimile (305) 856-5979*

MICHAEL ORTIZ

February 8, 1996

of counsel
ARNOLD L. PERLBSTEIN

HAND DELIVERED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Next Tech Franchising, Inc.
Client File Number 211

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation (the "Articles") with regard to the above-referenced Corporation. Also enclosed is a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) for the following fees:

| | |
|----------------------|----------|
| Filing Fee | \$35.00 |
| Registered Agent Fee | 35.00 |
| Certified Copy Fee | 52.50 |
| | ----- |
| Total | \$122.50 |

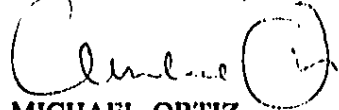
Please acknowledge your receipt of the Articles and check by signing the enclosed acknowledgement copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Articles upon their filing.

Secretary of State
Division of Corporations
February 8, 1996
Page -2-

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.

A handwritten signature in dark ink, appearing to read "Michael Ortiz", enclosed within a circular scribble or flourish.

MICHAEL ORTIZ

MO/ch
Inclosures
Secy-St2.ltr*211

Law Offices
MICHAEL ORTIZ, P.A.

**ARTICLES OF INCORPORATION OF
NEXT TECH FRANCHISING, INC.**

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Next Tech Franchising, Inc.

The address of the principal office of this corporation shall be:

55 Weston Road
Suite 402
Ft. Lauderdale, Florida 33326

and the mailing address of the corporation shall be the same.

96
FEB - 9
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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value</u> | <u>Class of Stock</u> |
|--|------------------|-----------------------|
| 500 shares | \$1 | Common |

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

| | |
|---------------|--|
| Michael Ortiz | 2665 So. Bayshore Drive Suite 902 Miami, Florida 33133 |
|---------------|--|

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The name and address of the Incorporator is:

Michael Ortiz

**2665 So. Bayshore Drive
Suite 902
Miami, Florida 33133**

ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE IX

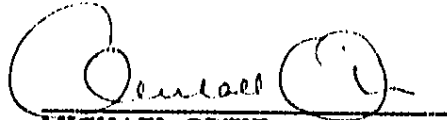
This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 8th day of February, 1996.

 (SEAL)
MICHAEL ORTIZ, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Michael Ortiz having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


MICHAEL ORTIZ

FILED
96 FEB -9 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000012868

ACCOUNT NO. : 072100000032

REFERENCE : 960824 94018A

AUTHORIZATION :

COST LIMIT : PREPAID

ORDER DATE : May 21, 1996

ORDER TIME : 9:56 AM

ORDER NO. : 960824

CUSTOMER NO: 94018A

CUSTOMER: Michael Ortiz, Esq
Michael Ortiz, P.a.
Suite 902, Grand Bay Plaza
2665 South Bay Shore Drive
Miami, FL 33133

2000011832052
05/21/96-01108-015
*****07.50 *****07.50

DOMESTIC AMENDMENT FILING

NAME: NEXT TECH FRANCHISING, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. D. nlap

EXAMINER'S INITIALS:

FILED
96 MAY 21 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
ORG
5/21

LAW OFFICES
MICHAEL ORTIZ, P.A.

SUITE 902
GRAND BAY PLAZA
2605 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133

TELEPHONE (305) 886-7879
FAX (305) 886-8879

OF COUNSEL:
ANIBAL QUIROGA LEON
LIMA, PERU

May 8, 1996

HAND DELIVERED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Next Tech Franchising, Inc.
Client File Number 211

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Amendment to the Articles of Incorporation (the "Amendment") of the above-referenced Corporation. Also enclosed is a check in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50) in payment the following fees:

| | |
|--------------------|---------|
| Filing Fee | \$35.00 |
| Certified Copy Fee | 52.50 |
| | ----- |
| Total | \$87.50 |


Please acknowledge your receipt of the enclosed Amendment and check by signing the enclosed acknowledgment copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Amendment upon their filing.

Secretary of State
Division of Corporations
May 8, 1996
Page -2-

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.


MICHAEL ORTIZ

MO/cb
Enclosures
Secy-Stb.ltr*211

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
NEXT TECH FRANCHISING, INC.

FILED
56 MAY 21 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of NEXT TECH FRANCHISING, INC.

1. The name of the corporation is currently NEXT TECH FRANCHISING, INC.
2. The Articles of Incorporation are amended as follows:
 - a. By deleting, immediately preceding the first paragraph of such articles, the words, "Next Tech Franchising, Inc." and by substituting in lieu thereof "NexTech Franchising, Inc."; and
 - b. By deleting all of Article I hereof, and by substituting in lieu thereof, all of the following:

The name of this corporation shall be: NexTech Franchising, Inc.
 - c. In all other respects, the Articles of Incorporation shall remain unchanged.
3. This Amendment was adopted by a written statement signed by the shareholders and directors of NexTech, Inc. on May 6, 1996 pursuant to Section 607.1003 of the Florida Statutes.
4. The effective date of this Amendment shall be upon the filing of this Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the above named corporation, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and execute this Amendment to the Articles of Incorporation this 6th day of May, 1996.

Next Tech Franchising, Inc. to be known
hereafter as:
NexTech Franchising, Inc.

By:


GASTON UZCATEGUI, President and
Secretary