

Memo

8/14/96 FLORIDA DIVISION OF CORPORATIONS 11:59 AM
((H96000002170)) PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: PMA CORP, INC.
FEDERAL TRADE COMMISSION
STATE OF FLORIDA
409 EAST MONTE CLOUTIER
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 222-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591
(((H96000002170))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PMA INVESTMENTS, INC.
FAX AUDIT NUMBER: H96000002170 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/14/1996 TIME REQUESTED: 11:59:26
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 071001002335

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((H96000002170))
** ENTER 'M' FOR MENU. **

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FLORIDA DIVISION OF CORPORATIONS

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

11:59 AM

25 FEB 14 PM 1:37

RECEIVED
FLORIDA DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

02/14/1996 1912B FROM SOLANO/CELLULAR BOUTIQUE, TO 8929891

P.02

H96000002170

ARTICLES OF CORPORATION

P M A INVESTMENTS, INC.

We the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

The Name of the Corporation shall be:

P M A INVESTMENTS, INC.

06 FEB 14 1996
FLORIDA
CORPORATION
DIVISION
STATE
OF FLORIDA

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The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership the right to vote according to the right of said instruments and agreements.
- E. To purchase, hold, shell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly nor counted as outstanding for the purpose of any stockholder's quorum vote.

Prepared By: GILMHO A. VALDEZ
7250 NW 138th Court Miami, FL 33183
(305) 380-0361

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Without limiting any of the purposes, power and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainments of the objects herein above specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, confirmed by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of \$ 1.00 per value.

IV

The Amount of capital with which this corporation shall begin business shall be \$100.00

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:

7250 SW 138th Court
Miami, FL 33183

VII

The Board of Directors of this corporation shall consist of not less than one (1) and or more than five (5) members.

VIII

The name and address of the first Board of Directors, who shall, subject to these articles of Incorporation, By-laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is (are) as follows:

GUIDO A. VALDES	7250 SW 138TH COURT MIAMI, FL 33183
SULEYKA VALDES	7250 SW 138TH COURT MIAMI, FL 33183
ERNESTO I. BARRAL	7250 SW 138TH COURT MIAMI, FL 33183
BELKIS BARRAL	7250 SW 138TH COURT MIAMI, FL 33183

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IX

The registered agent and the registered office for this corporation is
GUIDO A. VALDES
7250 SW 138TH COURT
MIAMI, FL 33183

X

The name of the subscriber (s) to these Articles of Incorporation are Guido A. Valdes, Ernesto I. Barral, Suleyka Valdes and Belkis Barral. The total aggregate amount of shares each agrees to take shall be the sum of 25 at \$1.00 per value for a total amount of \$ 100.00 . The address shall be:

7850 SW 138TH COURT
MIAMI, FL 33183

XI

The officer (s) of the corporation until the first meeting of the corporation Board of directors, or until successors are elected, shall be:

GUIDO A. VALDES	PRESIDENT
ERNESTO I. BARRAL	VICE-PRESIDENT
SULEYKA VALDES	SECRETARY
BELKIS BARRAL	TREASURER

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stocks in the corporation, at a meeting held for that purpose stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold their successors are elected or appointed and have qualified, the Stockholders shall also elect such person (s) to fill the offices of; President, Vice-President, Secretary and Treasurer and such other officers as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

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TO 8929891

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XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made Initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


GUIDO A. VALDES

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledge these Articles of Incorporation.


ERNESTO I. BARRAL


GUIDO A. VALDES


BELKIS BARRAL


SULEYKA VALDES

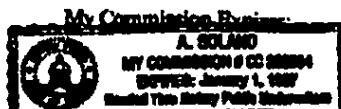
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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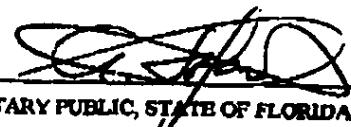
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STATE OF FLORIDA]
COUNTY OF DADE]

BEFORE ME, The undersigned authority did personally appear the persons known by me to be, Ernesto Barral, Guido A. Valdes, Belkis Barral and Suleyka Valdes, who after being duly sworn, acknowledge the foregoing to be their act and deed.

WITNESS my hand and seal this 12 day of February 1996




NOTARY PUBLIC, STATE OF FLORIDA.

P96000014060

Document Number Only
THE SOLANO GROUP, P.A.
782 NW LE JEUNE RD., SUITE 437
MIAMI, FL 33126

Requestor's Name

Address

(305) 441-2606

City

State

Zip

Phone

SEARCHED INDEXED SERIALIZED FILED
08/06/96 01/01/96
\$444.00 \$435.00

PMA CORPORATION(S) NAME
INVESTMENTS, INC.

*Resignation of Sulayka Valdes as Officer and Director.
Resignation of Balkys Vakkar as officer and Director.*

Profit
 NonProfit

Amendment
 Resignation

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership
 Reinstatement

Annual Report
 Reservation

Other
 Change of R.A.

Certified Copy

Photo Copies

CUS

Call When Ready
 Walk In
 Mail Out

Call if Problem
 Will Wait

After 4:30
 Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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SECRETARIAL STATE
TALLAHASSEE, FLORIDA

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AUG -6 PM 3:22
1996



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF DADE

I, BELKYS BARRAL, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, BELKYS BARRAL, hereby resign as Officer and Director of
PMA INVESTMENTS, INC
(Name of Corporation)

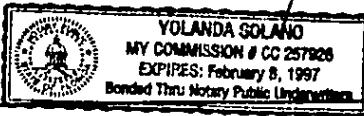
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FLORIDA
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That the corporation has been notified in writing of the resignation.


Signature of resigning officer/director
Belkys Barral

Sworn to and subscribed before me this 14 day of July, 1996


NOTARY PUBLIC



My Commission Expires: _____

FILING FEE IS \$35.00

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P96000014060

THE SOLANO GROUP, P.A.
782 NW LE JEUNE RD., SUITE 437
MIAMI, FL 33126

Requestor's Name

Address

(305) 441-2606

City State Zip

Phone

RMA CORPORATION(S) NAME
INVESTMENTS, INC.

11/06/1986-01/01/1987
08/06/86-01/01/0000
****70.00 ****35.00

11/06/1986-01/01/1987
08/06/86-01/01/0000
****70.00 ****70.00

Resignation of Sulayka Valdes as Officer and Director.
Resignation of Belkys Valdes as officer and Director.

- | | | |
|----------------------------------------------|-------------------------------------------------|-----------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input checked="" type="checkbox"/> Resignation | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstate | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF DADE

I, Suleyka Valder, after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Suleyka Valder, hereby resign as Officer and Director of
PMA INVESTMENTS, INC., a Florida corporation;
(Name of Corporation)

That the corporation has been notified in writing of the resignation.

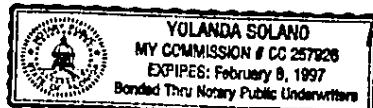
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Signature of resigning officer/director
Suleyka Valder

Sworn to and subscribed before me this 16 day of July, 1996.

Balancio
NOTARY PUBLIC



My Commission Expires: _____

FILING FEE IS \$35.00