

P96000019260

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

January 26, 1996

SUBJECT: Centre D'Orientation & D'Information, Inc. 300001724023
-02/26/96--01061--010
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$131.25 - Filing Fee, Certified Copy & Certificate

FROM: Michel Sainvil
9411 N.W. 17th Ct.
Pembroke Pines, Fla. 33024
305-433-2699

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96 FEB 28 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be in order of preference:

Centre D'Orientation & D'Information, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8365 N.E. 2nd Avenue
Suite 205
Miami, Florida 33138

Telephone: 759-1155

ARTICLE III SHARES

The number of shares of stock that corporation is authorized to have outstanding at any one time is:

THREE THOUSAND (3,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Michel Sainvil
9411 N.W. 17th Ct.
Pembroke Pines, Fla. 33024

Telephone: 305-433-2699

ARTICLE V INCORPORATOR

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

Michel Sainvil
9411 N.W. 17th Ct.
Pembroke Pine, Fla. 33024

Telephone: 305-433-2699

ARTICLE VI DURATION

This corporation shall have perpetual existence.

ARTICLE VII PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE VIII CAPITAL STOCK

This corporation is authorized to issue **THREE THOUSAND (3,000)** shares of common stock with par value of **EIGHTY CENTS (\$.80)** per share.

ARTICLE IX VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI INITIAL BOARD OF DIRECTORS & OFFICERS

This corporation shall have two directors initially. The number of directors may be increased, and once increased, may be decreased from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

| | |
|----------------------------|----------------------|
| Michel Sainvil | DIRECTOR & PRESIDENT |
| 9411 N.W. 17th Ct. | |
| Pembroke Pines, Fla. 33024 | |

| | |
|---------------------|---------------------------|
| Jean Claude Exulien | DIRECTOR & VICE PRESIDENT |
| 220 N.E. | |
| Miami, Fla. 33138 | |

ARTICLE XII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

| Name | Number of Stock |
|---------------------|-----------------|
| Michel Sainvil | 1,500 |
| Jean Claude Exulien | 1,500 |

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than TWO THOUSAND THREE HUNDRED DOLLARS (\$2,400.00).

ARTICLE XV MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVI POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII DIRECTOR'S RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVIII REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his/her term.

ARTICLE XIX DIRECTOR QUORUM VOTING

All of the directors shall constitute a quorum for a meeting of the directors. If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XX INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXI SUB CHAPTER "S"

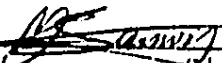
It is the intention of the undersigned incorporator to be treated as a "Small Business Corporation."

ARTICLE XXII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and/or any amendment thereto, and any right conferred upon the shareholders is subject to this provision.

The undersigned incorporator has executed these Articles of Incorporation this

26th day of January, 1996.



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Centre D'Orientation & D'Information, Inc.

2. The name and address of the registered agent and office is:

Michel Sainvil

9411 N.W. 17th Ct.

Pembroke Pines, Fla. 33024

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this 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.

M. Sainvil
Signature