

P96000020685

Department of State
Divisions of Corporations
PO. Box 0327
Tallahassee, FL. 32314

SUBJECT: FIRE STOP PROFESSIONALS, INC

Enclosed please find an original and one (1) copy of the articles
of Incorporation for the above corporation and check in the
amount of \$ 122.50

FROM: GUUSTAVO GONZALEZ
1990 Brickell ave # k
Miami, FL. 33129
(305) 858-5593

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TALLAHASSEE, FLORIDA

633/6/96

**ARTICLES OF INCORPORATION
OF
FIRE STOP PROFESSIONALS, INC**

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CLERK, DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation shall be:

FIRE STOP PROFESSIONALS, INC

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE III TERMS OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

The date of the Incorporation

ARTICLE IV MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE V NUMBER OF DIRECTORS

This corporation shall at all times have at least one director who is a resident of the United States of America. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the board of directors of this corporation, provided that the corporation shall at all times have a minimum of one director.

ARTICLE VI CLASSES OF DIRECTORS

The by-laws of this corporation may provide that the directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the directors shall be elected annually.

ARTICLE VII

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE VIII CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation: The stock of this Corporation shall be known as **COMMON STOCK**.
- B. Authorized: The maximum number of shares of Common Stock that the Corporation may issue is:
1000 SHARES
- C. Par Value: Each share of Common Stock shall have the Par Value of:
\$ 1.00 EACH
- D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud in the transaction, the judgment of the board of directors as to the value of any such consideration shall be conclusive.
- E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the Par Value thereof, and shall be fully paid and non-assessable.
- F. Cumulative Voting: No holder of common Stock shall be entitled to any right of cumulative voting.
- G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of the corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE IX INDEMNIFICATION

This corporation shall indemnify any and all of its directors, Officers, Employees, or Agents, or former Directors, Officers, Employees or Agents, or any person who may have served as its request as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture, Trust or other enterprise, in which its own shares of Capital Stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be a party, or may be threatened to be made a party by reason of his alleged acts of omission while being or having been such Director, Officer, Employee or Agent, provided, it shall not be determined by a final determination thereof on the merits that such director, Officer, Employee or Agent his duties, or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, Employee or Agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the board of Directors. The foregoing right of indemnification shall not be

exclusive of any other rights to which any Director, Officer, Employee or Agent may be entitled as a matter of law or which may be lawfully granted to him.

ARTICLE X SPECIAL VOTING PROVISIONS

The occurrences enumerated in this article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence, the required percentage shall be as follows:

1. Amendment of this certificate of Incorporation.

Required percentage: **MAJORITY**

2. Sale lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this corporation.

Required Percentage: **MAJORITY**

3. Merger or consolidation of this Corporation into or with any other company.

Required percentage: **MAJORITY**

4. Voluntary dissolution of this Corporation

Required Percentage: **MAJORITY**

ARTICLE XI PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLES XII PERCENTAGE OF SHARES

The name and addresses of the subscribers to the Articles of Incorporation and the number of shares which they agree to take are as follows:

GILDARDO BERMUDEZ 1990 BRICKELL AVE # K. MIAMI, FL 33129
500 Shares

SUBSCRIBER, INITIAL DIRECTORS AND INITIAL PRINCIPAL OFFICE

The undersigned individuals, competent to contract, execute this certificate of Incorporation as sole subscribers, and initial directors. The undersigned individuals shall hold office as Directors until their successors have qualified, following their election or appointment. The initial street address in Florida of the Principal office of this Corporation shall be the one listed below. The corporation may change its principal office at any time.

SUBSCRIBER/PRESIDENT: GILDARDO BERMUDEZ

SECRETARY: GILDARDO BERMUDEZ

STREET ADDRESS/PRINCIPAL OFFICE: 1990 BRICKELL AVE # K. MIAMI, FL 33129

IN WITNESS WHEREOF, the undersigned subscriber make, subscribe, acknowledge and file this certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.



GILDARDO BERMUDEZ

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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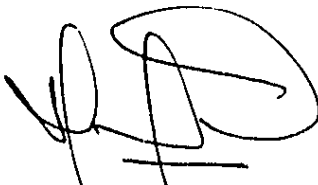
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR THE
NINTH JUDICIAL CIRCUIT, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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: FIRE STOP PROFESSIONALS, INC
2. The name and address of the registered agent and office is:

GUSTAVO GONZALEZ, JR
1990 BRICKELL AVE APT K. MIAMI, FL 33129

Having been named to accept services of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


GUSTAVO GONZALEZ