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3-15-96 Voluntary

Oficina Madeiral

Requestor's Name

4160 West 16 Ave, #210

Address

Hialeah, FL 33012

City

State

ZIP

Phone

822-7220

VALIDATION ONLY

70000017473817
-03/18/96--01082--015
***122.50 ***122.50

EXPIRATION DATE

3-13-96 CORPORATION(S) NAME

Godfrey Investments and Administrative Services, Corp.



EMPIRE

Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

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

CERTIFIED COPY

F. CHESSEY MAR 18 1996

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ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION
EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED
THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE
STATE OF FLORIDA.

RECEIVED
3-13-96
ARTICLE I. -NAME-

THE NAME OF THIS CORPORATION IS: GODFREY P INVESTMENTS AND
ADMINISTRATIVE SERVICES, CORP.

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON
THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO
CARRY ON THE BUSINESS OF ADMINISTRATION AND OTHER SERVICES THE
FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO
ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF
INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND
IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL
TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR
ANY AMENDMENT THEREOF.

ARTICLE IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V. -PREEMPTIVE RIGHTS-

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 2750 WEST 66 STREET UNIT 109 HIALEAH, FL. 33016 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: GODOFREDO PEREZ

ARTICLE VII. - INCORPORATION-

THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICULUS ARE:

GODOFREDO PEREZ
2765 WEST 72 PLACE
HIALEAH FL 33016

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX.-RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

GODOFREDO PEREZ, PRESIDENT-----100% SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLED TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDER MEETING REQUIRED.-

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV.-POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV.-MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI.- ACTION BY SHAREHOLDERS WITHOUT A MEETING
THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS
PROVIDED BY LAW.

ARTICLE XVII.-DIVIDENDS-
DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE
UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII.-INDEMNIFICATION -
THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR
ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. -AMENDMENT-
THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY
AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS
SUBJECT TO THIS RESERVATION.

ARTICLE XX.-NOTICE-
ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN
RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE
FOLLOWING ADDRESS: 2750 WEST 68 STREET UNIT 109 HIALEAH FL 33016

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE ONE DIRECTORS, THEIR NAMES
AND ADDRESS ARE AS FOLLOWS:

GODOFREDO PEREZ
2765 WEST 72 PLACE
HIALEAH FL 33016

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS
CORPORATION IN THE STATE OF FLORIDA IS:

2750 WEST 68 STREET UNIT 109 HIALEAH FL 33016

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED
THESE ARTICLES OF INCORPORATION THIS 13TH DAY OF MARCH 1996.

✓ 

GODOFREDO PEREZ, PRESIDENT

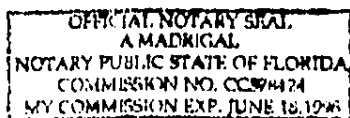
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO
EXECUTED THE FOREGOING ARTICULUS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE
AFOREMENTIONED THIS 13 DAY OF THE MONTH MARCH
THE YEAR NINETEEN HUNDRED AND NINETY SIX.



NOTARY PUBLIC-STATE OF FLORIDA AT LARGE



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

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT GODFREY P INVESTMENTS AND ADMINISTRATIVE SERVICES, CORP.
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI STATE OF FLORIDA HAS NAMED GODOFREDO PEREZ 2750 WEST 68 STREET UNIT 109 CITY OF HIALEAH STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE


Corporate officer

TITLE

PRESIDENT

DATE

03/13/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED 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.

SIGNATURE


RESIDENT AGENT

DATE

03/13/96

FILED
96 MAR 18 AM 11:01
TALLAHASSEE, FLORIDA