

P96000028619

GENERAL ACCOUNTING PRACTICE, CORP.

BOOKKEEPING • ACCOUNTING • MASTER INCOME TAX SERVICES

1840 W 49th STREET, SUITE 005 HIALEAH, FLORIDA 33012

TEL (305) 302-3576 • FAX (305) 550-5571

MARCH 1, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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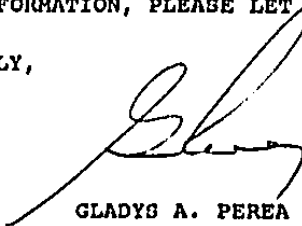
+++122.50 +++122.50

DEAR SIRSI

ENCLOSED YOU WILL FIND OUR CHECK FOR \$122.50 TO COVER THE
FEES FOR THE ARTICLES OF INCORPORATION OF TOTAL DESIGN, INC.

PLEASE MAIL TO US THE CONFIRMATION OF THIS LETTER AND IF YOU
NEED ANY OTHER INFORMATION, PLEASE LET US KNOW.

SINCERELY,



GLADYS A. PEREA
DIRECTOR

GAP/ep

W96-5273

95 APR -2 PM 2:55

SECRET
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

1 8M APR - 2 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1996

GLADYS A. PEREA
1840 W. 49TH ST., STE. 605
HIALEAH, FL 33012

SUBJECT: TOTAL DESIGN, INC.
Ref. Number: W96000005273

We have received your document for TOTAL DESIGN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 896A00010672

ARTICLES OF INCORPORATION
ARTICLE ONE

TOTAL DESIGN OF MIAMI, INC.

SECRET
DIVISION
96 APR -2 PM 2:55
STATE
OPERATIONS

The name of this corporation is: TOTAL DESIGN OF MIAMI, INC.

The principal office and mailing address of this corporation is:
1840 WEST 49TH STREET-STE. #605, HIALEAH, FL. 33012

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

DURATION

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: UPON APPROVAL BY SECRETARY - OF STATE.

ARTICLE FOUR

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 this corporation may issue is 100.
- C- Par Value. Each share of Common Stock shall have the par value of \$1.00.
- D- Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any --- combination of the foregoing. In the absence of fraud in the - transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E- Non-assessability. 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- Voting Rights. Each share of Common Stock shall entitle the -- record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

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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 this corporation to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Registered Office of this corporation is 1840 WEST 49TH STREET SUITE #605, HIALEAH, FL. 33012 and the name of the Initial Registered Agent of this corporation at that address is CARLOS A. MARTIN.

ARTICLE SIX

INITIAL BOARD OF DIRECTORS

This corporation shall have initially two Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The names and address of the Initial Directors of this corporation are:

CARLOS A. MARTIN
11501 S.W. 105 TERRACE
Miami, Fl. 33176

ELIO E. DANCAUSSE
11501 S.W. 105 TERRACE
Miami, Fl. 33176

ARTICLE SEVEN

BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested --- either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Law adopted by shareholders - if the shareholders specifically provide such By-Law not subject to -- amendment or repeal by the Directors.

ARTICLE EIGHT

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 they already holds, shall have the right to purchase theirs pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the - price at which it is offered by others.

ARTICLE NINE

SHAREHOLDER QUORUM AND VOTING

51% of the shares entitled to vote, represented in person by proxy, -- shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE TEN

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of -- merger shall be required in every case, whether or not such approval - is required by law.

ARTICLE ELEVEN

DIRECTOR QUORUM AND VOTING

The majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of THE MAJORITY of the -- Directors present, or, if a Director of Directors have abstained from voting because of an interest in the matter to be voted upon, the -- affirmative vote of THE MAJORITY of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE

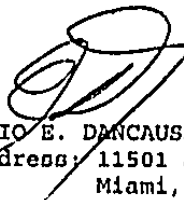
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of MARCH of 1996.



CARLOS A. MARTIN
Address: 11501 S.W. 105 Terrace
Miami, Fl. 33176



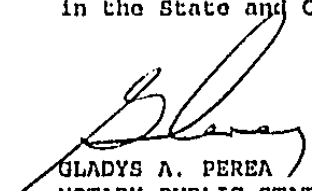
ELIO E. DANCAUSSE
Address: 11501 S.W. 105 Terrace
Miami, Fl. 33176

PAGE 5 - ARTICLES OF INCORPORATION-TOTAL DESIGN OF MIAMI, INC.

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared Carlon A. Martin and Elio E. Dancausse, known to me and by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, the 27 day of MARCH of 1996.


GLADYS A. PEREA
NOTARY PUBLIC-STATE OF FLORIDA

MY COMMISSION EXPIRES:



PAGE 6 - ARTICLES OF INCORPORATION-TOTAL DESIGN OF MIAMI, INC.

CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT

TOTAL DESIGN OF MIAMI, INC.

FIRST - That TOTAL DESIGN OF MIAMI, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hialeah, County of Dade, State of Florida, has named CARLOS A. MARTIN, as its Resident and Registered Agent, and 1840 WEST 49TH STREET - STE. #605, HIALEAH, FL. 33012, as its Resident and Registered Office.

SECOND - That said Resident and Registered Agent, having been --- named to accept service of process for the above stated Corporation, at the place designated as the Resident and Registered Office in the Certificate, hereby accepts to act in this capacity and agrees to -- comply with the provision of said Act relative to keeping open said -- office.

In pursuance of Chapter 607.034 Florida General Corporation Act, the following information is submitted:


BY: CARLOS A. MARTIN
RESIDENT AND REGISTERED AGENT

FILED
STATE
DIVISION OF CORPORATIONS
96 APR -2 PM 2:55

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

TOTAL DESIGN OF MIAMI, INC.
11501 SW 105 TERR
MIAMI, FL 33176 US

SUBJECT: TOTAL DESIGN OF MIAMI, INC.
Ref. Number: P96000028619

Debit Memo #: 16497-C

This is to inform you that check #248 in the amount of \$550.00 submitted with the annual report for TOTAL DESIGN OF MIAMI, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$577.50 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 19, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00046609