

P96000030676

TRANSMITTAL LETTER  
Department of State  
Division of Corporations

P.O. Box 6327  
Tallahassee, FL 32314

Subject:

ALL PROFESSIONAL SERVICES, INC.  
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$78.50. \_\_\_\_\_

FROM: Professional Consultants  
2320 SW 57 AVE.  
SUITE # 203  
MIAMI, FL., 33155  
204 S. W. 57 Ave.

(305)267-1926  
(Telephone Number)

500001767945  
-04/03/96--01048--002  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

**ARTICLES OF INCORPORATION  
OF  
ALL PROFESSIONAL SERVICES, INC.**

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 is **All Professional Services, Inc.**

**ARTICLE II  
PRINCIPAL OFFICE**

The mailing address of this corporation is:

44 West 12 Street  
Hialeah, Florida 33010

**ARTICLE III  
PURPOSE**

The corporation is organized for the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the state of Florida, including but not limited to the business, service and contracting of communication and application consulting.

**ARTICLE IV  
CAPITAL STOCK**

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value/Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

Instrument Prepared By:  
Emelita Figarola Pupo  
Attorney at Law  
2320 SW 57 Avenue  
Suite 203E  
Miami, Florida 33155  
Fla. Bar: 932906

**ARTICLE V  
TERM OF EXISTENCE**

This corporation is to exist perpetually from the date these Articles are subscribed to the provisions of the Florida Statutes Sections 607.167.

**ARTICLE VI  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is **EMELITA FIGAROLA PUPO, ESQ.**, and the address of the initial state registered office is 2320 SW 57TH Avenue, Suite 203E, Miami, Florida 33155, pursuant to the Florida Statutes Section 607.0501 and 607.0505. The registered agent shall also serve as resident agent pursuant to Florida Statutes Section 48.091.

**ARTICLE VII  
DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation are:

**JULIO F. VEREA**  
44 West 12 Street  
Hialeah, Florida 33010

**ARTICLE VIII  
INCORPORATOR**

The name and street address of the incorporator is:

**JULIO F. VEREA**  
44 West 12 Street  
Hialeah, Florida 33010

**ARTICLE IX  
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 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 X  
CUMULATIVE VOTING**

At each election for directors, cumulative voting as set forth in Florida Statutes Section 607.097 (4) shall be allowed, provided ten (10) days' notice in writing be given the secretary of the company by the shareholder desiring cumulative voting.

**ARTICLE XI  
INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 25 day of March, 1996.

  
\_\_\_\_\_  
**JULIO F. VEREA**  
Incorporator

STATE OF FLORIDA     )  
                                  )SS.  
COUNTY OF DADE     )

FILED  
96 MAR -3 10:08  
CLERK OF DISTRICT COURT  
JULIO F. VEREA

The foregoing instrument was acknowledged before me this 25 day of March, 1996, by JULIO F. VEREA personally known to me or who has produced the following identification Florida Driver's License

My commission expires:

(Sent) Notary Public for State of Florida at Large

ANA J. RODRIGUEZ  
Notary Public, State of Florida  
My Comm. Expires May 22, 1998  
No. 00374048  
Contact Thru @Miria's Notary Service

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process from the above stated corporation at the place designated in Article VI, I hereby accept appointment and agree to comply with the provisions and all statutes relating to the proper and complete performance of my duties, and I am familiar and have accepted the obligation of my position as provided in Florida Statutes Section 607.0505.



EMELITA FIGAROLA PUPO, ESQ.

Registered Agent