

P96000031081

TRANSMITTAL LETTER

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

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-04/08/96--01004--022
****131.25 ****131.25

SUBJECT: MANAGERIAL ASSIST CORPORATION

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: OLGA I. TORO
9130 SW 137 AVENUE #1106
MIAMI, FLORIDA 33186
(305) 388-3274

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -5 AM 10:12

NOTE: THE ORIGINAL AND ONE COPY OF THE ARTICLES ARE PROVIDED.

gg 4/10/96

(Original)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 APR -5 AM 10:12

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be:

MANAGERIAL ASSIST CORPORATION

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Principal Office

The initial mailing address of the corporation is 9130 SW 137 Avenue, #1106 Miami, Florida 33186.

ARTICLE V

Authorized Shares

The Maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock each having \$1.00 par value.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9130 SW 137 Avenue # 1106 Miami, Florida 33186 and the name of the initial registered agent of this corporation is Olga I. Toro.

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is:

Olga I. Toro
9130 SW 137 Avenue # 1106
Miami, Florida 33186

ARTICLE VIII

Initial Board of Directors

This corporation shall have one(1) director initially. The number of directors may either be increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one.

Name
Olga I. Toro

Address
9130 SW 137 Avenue #1106
Miami, Florida 33186

ARTICLE IX

Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

The undersigned incorporator has executed these Articles of Incorporation this

4 day of April, 1996.



(Original)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -5 AM 10:13

**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: **MANAGERIAL ASSIST CORPORATION.**


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

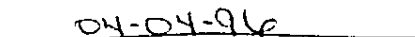
Olga I. Toro

9130 SW 137 Avenue #1106

Miami, Florida 33186

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.


Signature


Date