

P96000034132

Luis E. Vazquez

11997 S.W. 91 Terrace
Miami, FL. 33186
(305) 598-1786

April 11, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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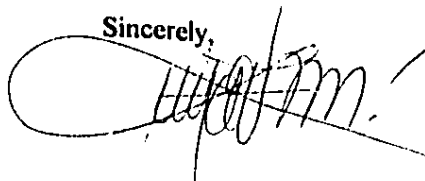
Gentlemen:

Enclosed is check number 126 for the name of \$122.50 which will cover filing fee, designation of registered agent, and fee for certified copy.

This is being submitted in relation to the incorporation of International Management Resources, Inc., for which Articles of Incorporation are attached.

Your attention and early response to this matter will be greatly appreciated. Please call me at (305) 443-4856 with document number upon approval.

Sincerely,



APR 19 1996

BSB

LEV
Enclosure

FILED
96 APR 15 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL MANAGEMENT RESOURCES, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
International Management Resources, Inc.

The principal place of business of this corporation and its mailing address is:

11997 S. W. 91 TERRACE
MIAMI, FL 33186

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one moment is:

500 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER
SHARE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

LUIS E. VAZQUEZ - DIRECTOR	11997 S.W. 91 TERRACE, MIAMI - FL 33186
EVELYN VAZQUEZ - DIRECTOR	11997 S.W. 91 TERRACE, MIAMI - FL 33186

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE VI INCORPORATOR(S)

The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are)

LUIS E. VAZQUEZ 11997 S W 91 TERRACE, MIAMI - FL 33186

EVELYN VAZQUEZ 11997 S W 91 TERRACE, MIAMI - FL 33186

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII SPECIAL PROVISION

It is the intent of the incorporator (s), that the corporation will gratify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation. To the extent that it is beneficial as determined by the Director (s).

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of Incorporation this 10 day of APRIL, 1996 .

Name and signature of Incorporator (s)

LUIS E. VAZQUEZ

EVELYN VAZQUEZ

**STATE OF FLORIDA
COUNTY OF DADE**

THE FOREGOING instrument was acknowledge and sworn to before me this 10 day of APRIL, 1996, by LUIS E. VAZQUEZ AND EVELYN VAZQUEZ

[NAME OF INCORPORATOR (S)]

of **International Management Resources, Inc.**

[NAME OF CORPORATION]

Notary Public

My commission expires:

(SEAL)



"OFFICIAL SEAL"
Lourdes M. Suarez
My Commission Expires 3/16/98
Commission #CC 356508

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

International Management Resources, Inc.

and its principal and registered office address is:

11997 S.W. 91 TERRACE, MIAMI - FL 33186

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

LUIS E. VAZQUEZ

11997 S.W. 91 TERRACE, MIAMI - FL 33186

(PO Box not acceptable)

Signature: _____

(CORPORATE OFFICER)

LUIS E. VAZQUEZ

Title: DIRECTOR

Date: APRIL 10, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: _____

(REGISTERED AGENT)

LUIS E. VAZQUEZ

DATE: APRIL 10, 1996

TALLAHASSEE COUNTY FLORIDA
APR 15 1996
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