

JUN-05-1996 09:10
6/06/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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P.25
P.64 M

TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
109 EAST LAKE STREET
TALLAHASSEE, FL 32309
FAX: (904) 221-1000
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

(((H96000007845)))
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: NEW COMPANY BUSINESS, INC.
FAX AUDIT NUMBER: H96000007845
DATE REQUESTED: 06/06/1996
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96 JUN -7 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FL 32309

RECEIVED
96 JUN -5 AM 9:48
DIVISION OF CORPORATIONS

06/05/96 11:10 Fl. Dept. of State 01 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 5, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NEW COMPANY BUSINESS, INC.
REF: W96000011891

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

~~The corporation - S L N BUSINESS CORP. WAS FILED UNDER THIS CORPORATION NAME. ADJUST # H9600007845 AT MISTAKE, PLEASE DISREGARD.~~

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.

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000007845
Letter Number: 296A00028059

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TIME: 14:38
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ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

NEW COMPANY BUSINESS OF MIAMI, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**7370 NW 36TH STREET
SUITE NO. 319-B
MIAMI, FL. 33166**

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES AT ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT INEQUITY OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**7370 NW 36TH STREET
SUITE NO. 319-B
MIAMI, FL. 33166**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ARDDY PENNA COSTA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN - 7 PM 4:38

FILED

1401 N.W. 2nd Avenue - Suite 200 - Miami, Florida 33136 - Tel: (305) 375-6111 Fax: (305) 375-2200 - South Internet: MIAMI1234@compuserve.com

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY LAW, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THE CORPORATION IS/ARE:

ARUDY PENNA COSTA - PRESIDENT, TREASURER & DIRECTOR
BERNARDO N. LERNER VICE PRESIDENT, SECRETARY & DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

ARUDY PENNA COSTA
9975 NW 51 TERRACE
DORAL PARK
MIAMI, FL. 33178

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

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

ARTICLE X - BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 31st DAY OF MAY OF 1996.


Incorporator

H96000007845

H96000007845

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,
BERNARDO H. LERNER

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 31st DAY OF MAY, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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TOTAL P. 2

**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT NEW COMPANY BUSINESS OF MIAMI, INC. DESIRES TO CHOOSE
UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE
IN THE COUNTY OF DALL, STATE OF FLORIDA, HAS APPOINTED ARNOLD PEREIRA
COSTA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAILED BY THE FIRST BOARD OF DIRECTORS OF NEW COMPANY
BUSINESS OF MIAMI, INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF DESIGNATED AGENT FOR SAID CORPORATION, AND
AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THE
24th DAY OF MAY, 1996.

Arnold Costa
Designated Agent

FILED
96 JUN -7 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

548600009645