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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: INT'L TECHNOLOGY SERVICES I.T.S., INC.

AUDIT NUMBER.....H96000015291

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION

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OF

INT'L TECHNOLOGY SERVICES I.T.S., INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

I

The name of the proposed corporation is:

INT'L TECHNOLOGY SERVICES I.T.S., INC.

II

The Corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

III

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time shall be:

100 shares at \$10.00 par value

IV

This Corporation shall have perpetual existence beginning on the date of incorporation.

V
business

The principal office of the Corporation shall be located at:

4100 W. Flagler St.
Suite A-2
Miami, Florida 33125

Prepared by:

Law Office Of

Jesus Uriarte

4100 W. Flagler Street
Suite K
Miami, Florida 33134

(305) 441.2220

Florida Bar No.: 374008

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or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, States, or countries as may, from time to time, be authorized by its Board of Directors.

VI

The initial registered office address of this Corporation shall be:

4100 W. Flagler St. .
Suite A-2
Miami, Florida 33125

And, the Registered Agent at such registered address is:

CELSE FERNANDEZ LOPEZ

VII

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

VIII

The name and street address of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this Corporation and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Celso Fernandez Lopez	4100 W. Flagler St. . Suite A-2 Miami, Florida 33125

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IX

The name and street address of each incorporator
in:

NAME	ADDRESS
Celso Fernandez Lopez	4100 W. Flagler St. Suite A-2 Miami, Florida 33125

X

The By-Laws of this Corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

XI

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws.

XII

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

XIII

Every person who now is or hereafter shall become a Director of this Corporation shall be indemnified by the Corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings of whatever nature, to which he is or shall be made part by reason of his being or having been a Director of the Corporation whether or not he is a Director of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him.

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However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 30TH day of October, 1996.

Celso Fernandez Lopez
Celso Fernandez Lopez

STATE OF FLORIDA)
COUNTY OF DADE) ss:

I HEREBY CERTIFY that on the 30th day of October, 1996, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements,

Celso Fernandez Lopez

to me well known and known to me to be the person(s) who executed the foregoing ARTICLES OF INCORPORATION and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year first above written.

Louder Lopez
NOTARY PUBLIC, State of Florida
- At Large -
Louder Lopez

My Commission Expires:



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EMPIRE CORPORATE KIT

P.15/16

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING RESIDENT AGENT
UPON WHOM PROCESS MAY BE SERVED

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In pursuance of Chapter 48.001, Florida Statutes,
the following is submitted, in compliance with said Act:

That INT'L Technology Services I.T.S., Inc.
desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Certificate of
Incorporation, at City of Miami, County of Dade, State of
Florida, has named: Celso Fernandez Lopez
Located at: 4100 W. Flagler St., Suite A-2, Miami, Fl. 33125
as its agent to accept service of process within this State.

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for
the above stated Corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.


REGISTERED AGENT
Celso Fernandez Lopez

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: INT'L Technology Services
I.T.S., Inc.

2. The name and address of the registered agent and office is: Celso Fernandez Lopez
(NAME)

4100 W. Flagler St. Suite A-2

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33125

(CITY/STATE/ZIP)

SIGNATURE *[Signature]*

(Corporate Officer)

TITLE Director

DATE 10/30/96

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 PROVISIONS AS REGISTERED AGENT.

SIGNATURE *[Signature]*

DATE 10/30/96

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