

P96000090115

THOMAS P. FINAN

ATTORNEY AT LAW

330 ALHAMBRA CIRCLE
CORAL GABLES, FL 33134

TELEPHONE (305) 441-8877
FACSIMILE (305) 448-8494

October 29, 1996
VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500001990855--2
-10/30/96--01089--006
****122.50 ****122.50

Enclosed for filing with the Department is the Articles of Incorporation of Gallardo + Vitale Management Consultants, Inc. Also enclosed is a check for \$122.50 to cover the filing fee (\$35.00, designation of registered agent (\$35.00), and certified copy fee (\$52.50).

Please return the certified copy to me in the enclosed self-addressed envelope.

Thank you for your prompt response.

Sincerely yours,

Thomas P. Finan

Thomas P. Finan

NOV 1 1996

BSB

FILED
96 OCT 30 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 OCT 30 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GALLARDO + VITALE MANAGEMENT CONSULTANTS, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

Article 1. Name: The name of the corporation is Gallardo + Vitale Management Consultants, Inc., and its principal office and mailing address is 201 Sevilla Avenue, Suite 211, Coral Gables, Florida 33134.

Article 2. This corporation shall have perpetual existence which shall commence upon the filing of these Articles with the Department of State.

Article 3. This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article 4. The capital stock of this corporation shall consist of 10,000 shares of common stock of One (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock records of the corporation.

Article 5. The initial registered agent of this corporation and his address is as follows: Thomas P. Finan, Esquire, 330 Alhambra Circle, Coral Gables, Florida 33134.

Article 6. The number of directors of this corporation shall not be less than one (1), but the by-laws may provide for the increase or decrease in the number thereof, provided that the number of directors shall never be less than one (1).

The corporation shall initially have two directors whose names and addresses are as follows:

Raymond Gallardo
210 Sevilla Avenue, Suite 211
Coral Gables, Florida 33134

Julio Vitale
201 Sevilla Avenue, Suite 211
Coral Gables, Florida 33134

Article 7. The name and address of the incorporator and subscriber to these Articles of Incorporation is as follows:

Thomas P. Finan, Esq.
330 Alhambra Circle
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami, Florida, Dade County, Florida for the uses and purposes aforesaid this this 29 day of October, 1996.



Thomas P. Finan, Esq.

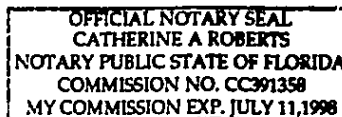
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Thomas P. Finan, who is to me well known to be the person described in and who subscribed to the foregoing Articles of Incorporation, and he has freely and voluntarily acknowledged before me according to law that he made and subscribed to the same for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 29th day of October, 1996.


Notary Public, State of Florida



FILED

96 OCT 30 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to section 48.091, Florida Statutes, the following is submitted:

Gallardo + Vitale Management Consultants, Inc., desiring to organize under the laws of the State of Florida with its principal office, as set forth in its Articles of Incorporation, has named Thomas P. Finan, Esq., 330 Alhambra Circle, Coral Gables, Florida 33134, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in such capacity, and agree to comply with the provisions of section 48.091, Florida Statutes relative to keeping said office open.

Thomas P. Finan
Thomas P. Finan, Esq.