

TRANSMITTAL LETTER

9600100609

SUBJECT: ADLAS ENTERPRISES

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

(1) \$131.25 (Which includes a filing fee, a certified copy, and a certificate).

FROM: ALBERTO SALDA
8912 CAMINO VILLA BLVD.
TAMPA, FL 33635
(813) 960-4824

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amfint -50
W96-25164



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1996

ALBERTO SALDA
8912 CAMINO VILLA BLVD.
TAMPA, FL 33635

SUBJECT: ADLAS ENTERPRISES
Ref. Number: W96000025164

We have received your document for ADLAS ENTERPRISES and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 496A00053989

ARTICLES OF INCORPORATION

OF

ADLAS ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby organize for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the statutes of the said state of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be **ADLAS ENTERPRISES, INC.**

ARTICLE II - CORPORATION'S ADDRESS

The street address of the Corporation is **8912 CAMINO VILLA BLVD., TAMPA, FL 33635 .**

ARTICLE III - CAPITAL STOCK

This corporations is authorized to issue **2,500 SHARES** which should be designated "Common Shares." The par value per share is one dollar (\$1.00).

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **8912 CAMINO VILLA BLVD., TAMPA, FL 33635.** The name of the initial registered agent of this Corporation at that address is **ALBERTO SALDA .**

ARTICLE V - DURATION

The period of its duration is perpetual, commencing on the date of filing these articles with the state of Florida, Secretary of State, Florida Department of State.

ARTICLE VI - PURPOSE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be engaged in under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE VII - CAPITAL

The amount of capital with which the Corporation will begin business shall be ONE HUNDRED DOLLARS (\$100.00) .

ARTICLE VIII - BOARD OF DIRECTORS

1. This corporation is not required to have two (2) or more directors.
2. A director is not required to be a shareholder.
3. Each director must be of legal age.
4. Meetings of the Board of Directors may be held within or without the state of Florida.
5. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE IX - ADDRESSES OF BOARD OF DIRECTORS

Alborto Salda

8912 Camino Villa Blvd.

Tampa, FL 33635

ARTICLE X - BYLAWS

The power to adopt, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors and the Shareholders without any restriction of their powers conferred by statute.

ARTICLE XI - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions, and conditions of the Internal Revenue Code.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

1. Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation.
 - a. The price and terms at which, and the item within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.
 - b. "Otherwise transferred" means, shares cannot be passed on by gift, donation, or inheritance.

2. The sale or transfer may be made only after the same shall have been approved at a shareholder's meeting, exclusive of the stock proposed to be sold or transferred.
3. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XIII - TRANSACTIONS WITH OTHER CORPORATIONS, SOLE PROPRIETORSHIPS, INDIVIDUALS, AND/OR OTHER BUSINESS

1. No contract or other transaction between this corporation and any other businesses, and no contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors or shareholders are pecuniarily or otherwise interested in any other corporation/businesses, or are directors, officers, or owners of any other corporation/businesses.
2. Any director individually, or any business of which any director may be a member/owner, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such business is so interested shall be disclosed or shall have been known to the Board of Directors.

ARTICLE XIV - ADOPTION OF BYLAWS

A special meeting of the Board of Directors will be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XV - AMENDMENT OR REPEAL

This corporation reserves the right to amend or repeal any Article or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XVI - INCORPORATOR

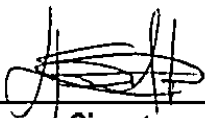
The name and street address of the incorporator to these Articles of Incorporation is:

Alberto Salda

8912 Camino Villa Blvd.

Tampa, FL 33635

The undersigned incorporator has executed these Articles of Incorporation this
18TH day of SEPTEMBER, 19 96.



Signature

**CERTIFICATE OF DESIGNATION OF
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:

ADLAS ENTERPRISES, INC.

8912 Camino Villa Blvd.

Tampa, FL 33635

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

Alberto Salda

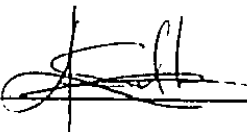
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Tampa, FL 33635

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above
stated corporation at the place 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)
