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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: CEDARS PROFESSIONAL SERVICES, INC.
071324000655

ACCT#:

CONTACT: ROLANDO TRUJILLO
PHONE: (305) 541-0790
(305) 541-4015

FAX #:

NAME: CEDARS PROFESSIONAL SERVICES, INC.

AUDIT NUMBER.....H97000001585

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

CERT. OF STATUS..1

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF**

CEDARS PROFESSIONAL SERVICES, INC.

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

ARTICLE I NAME

The name of the corporation shall be: CEDARS PROFESSIONAL SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1825 Ponce De Leon Blvd,
Suite 219
Coral Gables, FL 33134

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares of Common Stock, \$1.00 Par Value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Miguel Nin-Remesar
1825 Ponce De Leon Blvd, Suite 219
Coral Gables, FL 33134

Prepared by: Miguel Nin-Remesar

1825 Ponce de Leon Blvd. #219

Coral Gables, FL 33134

Tel: (305) 541-8310

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ARTICLE V INCORPORATOR(S)

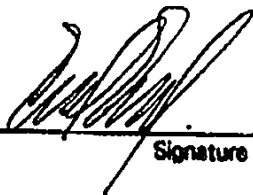
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Miguel Nin-Remesar, PRESIDENT
1825 Ponce De Leon Blvd,
Suite 219
Coral Gables, FL 33134

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

_____ 13 day of January 19 97 .

x



Signature PRESIDENT

Signature

Signature

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: CEDARS PROFESSIONAL SERVICES, INC.

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

Miguel Nin-Remesar

(Name)

1825 Ponce De Leon Blvd, Suite 219

(P.O. Box not acceptable)

Coral Gables, FL 33134

(City/State/Zip)

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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 position as registered agent.

x

(Signature)

REGISTERED AGENT

January 13, 1997

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

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