

P97000013842

NORMA GRACIANO  
8625 N.W. 8TH STREET  
APT. 413  
MIAMI, FLORIDA 33126  
(305) 265-1685

January 13, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002061620--7  
-01/17/97--01042--003  
\*\*\*122.50 \*\*\*122.50

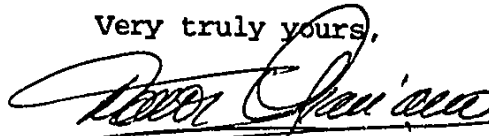
RE: Prestige Management, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation for **Prestige Management, Inc.** and a money order in the amount of \$122.50 as filing fee.

I would appreciate the process of this charter as promptly as possible, and that a copy be forwarded to me in the enclosed self-addressed stamped envelope. If, for any reason, a charter cannot be issued for the proposed corporation, please contact me at the number listed above.

Very truly yours,

  
Norma Graciano

Enclosures

502-  
W97-1752

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 12 PM 3:37

ga 2/12/97



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB 12 PH 3: 38

**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

January 23, 1997

**NORMA GRACIANO**  
8625 N.W. 8TH STREET  
APT. 413  
MIAMI, FL 33126

**SUBJECT: PRESTIGE MANAGEMENT, INC.**  
Ref. Number: W97000001752

We have received your document for **PRESTIGE MANAGEMENT, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

**Claretha Golden**  
Document Specialist

Letter Number: 497A00003476

**NORMA GRACIANO**  
**8625 N.W. 8TH STREET**  
**APT. 413**  
**MIAMI, FLORIDA 33126**  
**(305) 265-1685**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB 12 PH 3:38

February 3, 1997

Ms. Claretha Golden  
Document Specialist  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

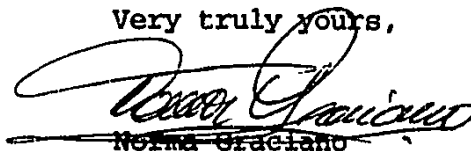
**RE:** Reference Number: W97000001752

Dear Ms. Golden:

Thank you for your letter dated January 23, 1997. Pursuant to your instructions, enclosed please find new articles of incorporation for my company. I have checked with corporations and have cleared the name: Management Specialty, Inc.

I would appreciate the process of this charter as promptly as possible, and that a copy be forwarded to me in the enclosed self-addressed stamped envelope. If, for any reason, a charter cannot be issued for the proposed corporation, please contact me at the number listed above.

Very truly yours,

  
Norma Graciano

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**MANAGEMENT SPECIALTY, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB 12 PM 3:38

The incorporators, all natural persons competent to contract, hereby file these Articles of Incorporation, and form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be:

MANAGEMENT SPECIALTY, INC.

**ARTICLE II - PRINCIPAL AND MAILING ADDRESS**

The street address of the principal office and mailing address of the corporation shall be 8625 N.W. 8th Street, Apt. 413, Miami, Florida 33126.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - INITIAL REGISTERED ADDRESS AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 8625 N.W. 8th Street, Apt. 413, Miami, Florida 33126, the name of the Initial Registered Agent for the corporation at that address is Norma Graciano.

**ARTICLE V - INCORPORATORS**

The names and addresses of the incorporators are:

Norma Graciano  
8625 N.W. 8th Street, Apt. 413  
Miami, Florida 33126

**ARTICLE VI - DIRECTORS**

This corporation shall have a minimum of one director. The Initial Board of Directors shall consist of:

Norma Graciano  
8625 N.W. 8th Street, Apt. 413  
Miami, Florida 33126

#### **ARTICLE VII - PURPOSE AND NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

#### **ARTICLE VIII - LIMITATION OF LIABILITY**

Each director, stockholders and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholders or officer may be entitled as a matter of law.

#### **ARTICLE IX - SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, any each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any interested. Any director of the corporation without regard to the fact that he/she is also a director of such subsidiary or corporation.

#### **ARTICLE X - TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ACKNOWLEDGMENT OF ONE INCORPORATOR**

IN WITNESS WHEREOF, NORMA GRACIANO, an Incorporator hereof, has hereunto set her hand and seal hereon and acknowledges and files in the office of the Secretary of State of Florida, the foregoing Articles of Incorporation, this 4th day of February, 1997

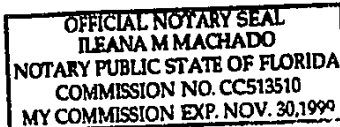
  
Norma Graciano, Incorporator

STATE OF FLORIDA   )  
                              ) SS

COUNTY OF DADE )

BEFORE ME, personally appeared Norma Graclano, and known to me to be the person described in, and who took an oath and executed the foregoing instrument and acknowledged to the before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 4th day of February, 1997.



[Signature]  
NOTARY PUBLIC:  
State of Florida

MY COMMISSION EXPIRES:

#### ACCEPTANCE BY REGISTERED AGENT

I, Norma Graclano, agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

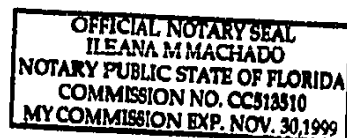
[Signature]  
Norma Graclano

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 4th day of February, 1997 by Norma Graclano, who is personally known to me, and who did take an oath.

[Signature]  
NOTARY PUBLIC:  
State of Florida at Large

My commission expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 12 PM 3:38