

P97 000015238

Daniel Guerrieri, P.A.

ATTORNEY AT LAW

FILED
97 FEB 13 AM 9:37
TALLAHASSEE, FLORIDA

February 7, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002086486--8
-02/13/97--01021--010
****122.50 ****122.50

RE: PRODUTECH, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation with regard to the above captioned for filing. Also enclosed is our check #2649 in the amount of \$122.50, made payable to Secretary of State, representing your fee for filing same.

Should you have any questions or need any additional information, please do not hesitate to contact me.

Very truly yours,



DANIEL GUERRIERI

Enclosure as stated
DG/ab

P. 0000000000 FEB 18 1997

**ARTICLES OF INCORPORATION
OF
PRODUTECH, INC.**

We, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **PRODUTECH, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

FILED
97 FEB 13 AM 8:37
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporator's execution and adoption of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

**DANIEL GUERRIERI, ESQ.
950 South Miami Avenue
Miami, Florida 33130-4121**

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this State, of this Corporation is 600 North East 36th Street, #1720, Miami, Florida 33137. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS and INCORPORATOR

The name and street address of the person signing these articles and the name and address of the persons who shall serve on the first Board of Directors is:

Director

**Lulz A.L. Mikalauskas
600 North East 36th Street, #1720
Miami, Florida 33137**

Incorporator

**Daniel Guerrieri, Esq.
950 South Miami Avenue
Miami, Florida 33130**

Director

**Lulz O. Themudo
201 Sunrise Drive, #101
Key Biscayne, Florida 33149**

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 7th day of February, 1997.


DANIEL GUERRIERI, Incorporator

STATE OF FLORIDA

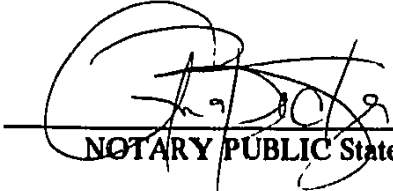
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **DANIEL GUERRIERI** to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 7th day of February, 1997.

My Commission Expires:



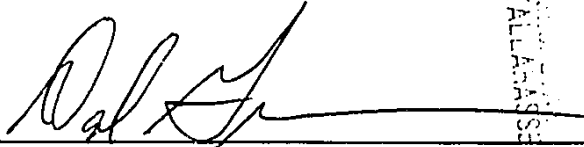

NOTARY PUBLIC State of Florida at Large
ANA BECKER
My Comm Exp. 11/18/2000
Bonded By Service Ins
No. CC602306
[] Personally Known [] Other I.D.

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

In compliance with Florida law the following is submitted:

PRODUTECH, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 600 North East 36th Street, Miami, Florida 33137, has named **DANIEL GUERRIERI, ESQ.**, as its agent to accept service of process within Florida.

Dated: February 7, 1997



DANIEL GUERRIERI, ESQ., Incorporator

FILED
97 FEB 13 AM 9:37
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **PRODUTECH, INC.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



DANIEL GUERRIERI, ESQ.
Registered Agent