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FLORIDA DIVISION OF CORPORATIONS
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FROM: BERENFELD, SPRITZER, SHECHTER & SHEER
105214002607

ACCT#:

CONTACT: PHILIP SHECHTER
PHONE: (305)274-4600
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FAX #:

NAME: COCCHIANO CONSULTING, INC.
AUDIT NUMBER.....H97000002973
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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ARTICLES OF INCORPORATION

OF

COCCHIANO CONSULTING, 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:

COCCHIANO CONSULTING, INC.

ARTICLE II PRINCIPAL OFFICE

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

2600 DOUGLAS ROAD
SUITE 1105
CORAL GABLES, FL 33134

ARTICLE III CORPORATE CAPITALIZATION

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7500 SHARES AT \$1 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of initial registered agent is:

FABRIZIO COCCHIANO
2600 DOUGLAS ROAD
SUITE 1105
CORAL GABLES, FL 33134

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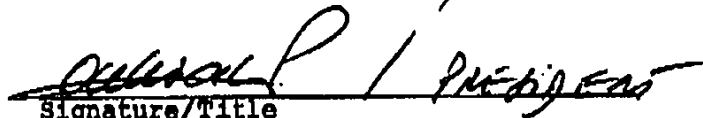
BERENFELD, SPRITZER, SHECHTER & SHEER
7700 N. KENDALL DRIVE, SUITE 608
MIAMI, FLORIDA 33156
(305) 274-4600

ARTICLE V INCORPORATOR(S)

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

FABRIZIO COCCHIANO
2600 DOUGLAS ROAD
SUITE 1105
CORAL GABLES, FL 33134

The undersigned has (have) executed these Articles of Incorporation this 20 day of FEBRUARY, 19 97


Signature/Title

Signature/Title

Signature/Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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:

COCCHIANO CONSULTING, INC.

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

FABRIZIO COCCHIANO
2600 DOUGLAS ROAD
SUITE 1105
CORAL GABLES, FL 33134

SIGNATURE

Fabrizio Cocchiano
(Corporate Officer)

TITLE

President

DATE

2-20-97

HAVING BEEN NAMED 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

Fabrizio Cocchiano

2-20-97

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