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(H970000003430 01)

TO: DIVISION OF CORPORATIONS

FAeX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

HONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SEAT DOCTORS, INC.

AUDIT NUMBER.....H97000003430

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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FLORIDA DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SEAT DOCTORS, INC.

FILED

97 FEB 27 PM 1:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

*NAME*

The name of the Corporation is SEAT DOCTORS, INC., and the principal address 255 Collins Ave., #3, Miami Beach, Miami, Florida 33139

Article II

*DURATION*

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

*NATURE OF BUSINESS*

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

*CAPITAL STOCK*

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative voting. Cumulative voting shall not be permitted.

William J. Sanchez, P.A.  
10621 N. Kendall Dr., Suite 208  
Miami, Florida 33176  
Florida Bar No. 749060

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EMPIRE CORPORATE KIT

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Article V

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 255 Collins Ave., #3, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation is William J. Sanchez, Esq. at 10621 N. Kendall Drive, Suite 208, Miami, Florida 33176.

Article VI

**DIRECTORS**

(a) Number. This corporation shall have three(3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Allton DaCosta Montero President	255 Collins Ave., #3 Miami Beach, Florida 33139
Benedito Bastos, Vice President	255 Collins Ave., #3 Miami Beach, Florida 33139
Mauricio Montero, Secretary	255 Collins Ave., #3 Miami Beach, Florida 33139

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

**INCORPORATOR**

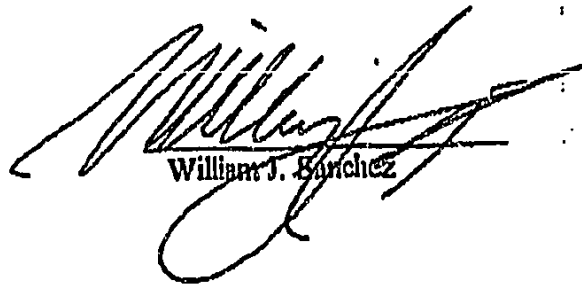
William J. Sanchez  
10621 N. Kendall Drive  
Suite 208  
Miami, Florida 33176

Article IX

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 26  
day of February, 1997.



William J. Sanchez

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State of Florida )  
County of Dade ) SS

The following instrument was acknowledged and personally known before me this  
26<sup>th</sup> day of February, 1997.

*Yolanda Fernandez*  
Notary Public, State of Florida



YOLANDA FERNANDEZ  
My Commission CC486003  
Expires Sep. 20, 1999  
Bonded by FWS  
800-032-0378

*Personally Known*

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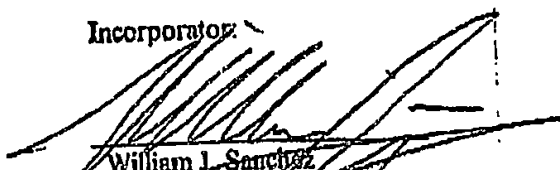
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48,901, Florida Statutes, the following is submitted.

Ailton DaCosta Montero, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami Beach, State of Florida, with office located at 255 Collins Ave., #3, Miami Beach, Florida 33139, has designated William J. Sanchez, at 10621 N. Kendall Drive, Suite 208, Miami, Florida, as its agent and accept service of process within Florida.

Incorporator

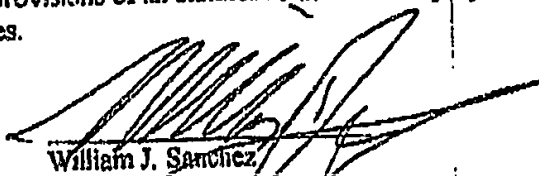


William J. Sanchez

Date:

2/26/97

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



William J. Sanchez

Date:

2/26/97

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