



THE UNITED STATES
CORPORATION
COMPANY

P97000020274

ACCOUNT NO. : 072100000032

REFERENCE : 277302 7123683

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 28, 1997

ORDER TIME : 11:48 AM

ORDER NO. : 277302-005

CUSTOMER NO: 7123683

CUSTOMER: Dennis Rose, Esq
DENNIS ROSE, P.A.

Suite 200
1450 Madruga Avenue
Miami, FL 33146

700002101527--9
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*****70.00 *****70.00

RECEIVED

96 FEB 28 PM 11:52

DOMESTIC FILING

NAME: ANGEE AND ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 28 PM 1:29

FILED

W97-4891

K.R. MAR - 3 1997

K.R. MAR - 5 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: ANGEE AND ASSOCIATES, INC.
Ref. Number: W97000004891

RESUBMIT
Please give original
submission date as file date

We have received your document for ANGEE AND ASSOCIATES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 397A00010794

RECEIVED
97 MAR -5 PM 1:11
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION OF ANGEE AND ASSOCIATES, INC.

We, the undersigned, being of legal age and natural persons, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purposed of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation and its initial principal office shall be:

ANGEE AND ASSOCIATES, INC.
1450 MADRUGA AVE
SUITE 200
CORAL GABLES, FL 33146

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97 FEB 28 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

This corporation is organized for the sole and specific purpose of rendering professional legal services within the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash: at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 1450 Madruga Ave Suite 200 Coral Gables, Florida, with the privilege of having its offices and branch offices at other places within or without of State of Florida. The initial registered agent at that address shall be Dennis Rose.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the

stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first Directors of the corporation, who shall hold office for the first year, or until their successors are duly elected and qualified shall be:

Name	Address
JIMMY ANGEE	1450 MADRUGA AVE SUITE 200 CORAL GABLES, FL 33146
ESTRELLA ZAYAS BAZAN	1450 MADRUGA AVE SUITE 200 CORAL GABLES, FL 33146

ARTICLE VIII

The names and addresses of the Subscribers, and the number of shares of stock they agree to take are:

JIMMY ANGEE	1450 MADRUGA AVE SUITE 200 CORAL GABLES, FL 33146
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ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are director or officers of, such other corporation. Any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested and shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract to transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law

either now or hereafter.

ARTICLE XII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE XIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

IN WITNESS WHEREOF, the undersigned, has set his hand and seals on 23 day of JAN 1997.



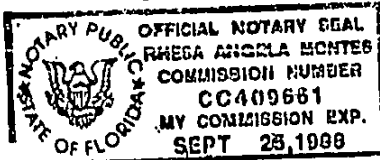
Incorporator

STATE OF FLORIDA }
 }
COUNTY OF DADE }

Before me, the undersigned authority, personally appeared _____, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 23 day of JAN, 1997.


Notary Public State of Florida at Large



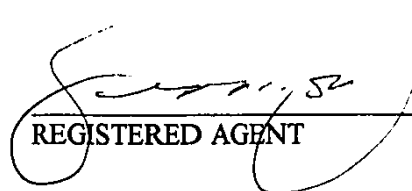
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

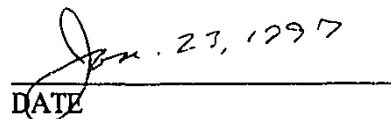
IN COMPLIANCE WITH THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DENNIS ROSE

1450 MADRUGA AVE
SUITE 200
CORAL GABLES, FL 33146

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


REGISTERED AGENT


DATE

FILED
97 FEB 28 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA