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Connie Bowers and Associates, Inc.

Business Synergy for the 90's
16938 South Dixie Highway
Miami, FL 33157
(305)252-3322 Fax(305)252-3341

Incorporation Transmittal Letter

Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314

re: **On Call of Miami, Inc.**


Enclosed is an original and copy of the Articles of Incorporation and a check for \$78.50 for filing fee and certificate.

Please mail to:

Constance N. Bowers, President
Connie Bowers and Associates, Inc.
16938 South Dixie Highway
Miami, FL 33157
(305)252-3322

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Sincerely,


Constance N. Bowers, President

MAR 11 1997

BSB

TALLAHASSEE, FLORIDA
97 MAR -3 AM 10:00
P 11 1370

Connie Bowers and Associates, Inc.

Business Synergy for the 90's
16938 South Dixie Highway
Miami, FL 33157
(305)252-3322 Fax(305)252-3341

FILED
97 MAR -3 AM 10:01
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ON CALL OF MIAMI, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is **ON CALL OF MIAMI, INC.**

ARTICLE II - PURPOSE OF CORPORATION

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

ARTICLE III - PRINCIPAL OFFICE

The name and address of the principal office of this corporation is 13222 S. W. 111 TERRACE APT.4, MIAMI, Florida 33186 and the mailing address is the same.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Constance N. Bowers
16938 South Dixie Highway
Miami, FL 33157

ARTICLE V - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

ARTICLE VI - POWERS OF CORPORATION

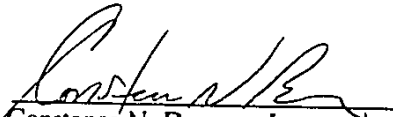
The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent of this corporation is the Consulting Firm of Constance N. Bowers, doing business as *Connie Bowers and Associates, Inc.*, located at 16938 South Dixie Highway, Miami, Florida 33157. The name and address of the registered agent of this corporation is the Consulting Firm of Constance N. Bowers doing Business as *Connie Bowers and Associates, Inc.*, 16938 South Dixie Highway, Miami, Florida 33157.

ARTICLE VII - INCORPORATOR(S)

As the **undersigned Incorporator**, I have set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of October, 1996.


Constance N. Bowers, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

The Consulting Firm of Constance N. Bowers, doing business as *Connie Bowers and Associates, Inc.*, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0501, Florida Statutes.

The Consulting Firm of Constance N. Bowers,
doing business as *Connie Bowers and
Associates, Inc.*

By: *Constance N. Bowers*
Constance N. Bowers, President

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TALLAHASSEE, FLORIDA

every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the - - -
currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to - -
secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and -
obligations of the company and other companies.

f. To do all of such acts or things as they are incident or - - -
conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or -
expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and -
exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

NO PAR VALUE

_____ (\$ _____).

per share as consideration.

b. Said shares of common stock to have no par value. All shares to be issued fully paid and non - assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the - control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin -- business shall be not less than ONE THOUSAND
(\$ 1,000.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than ONE

subject to the provisions of these Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's - - existence, or until their successors are elected and shall have qualified, are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
PRESIDENT:	IVAN ARAGON	5470 WEST 24th AVE #207 HIALEAH, FLORIDA, 33016

ARTICLE VI I I

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
IVAN ARAGON = PRESIDENT=	5470 West 24th AVE- # 207 HIALEAH, FLORIDA, 33016	

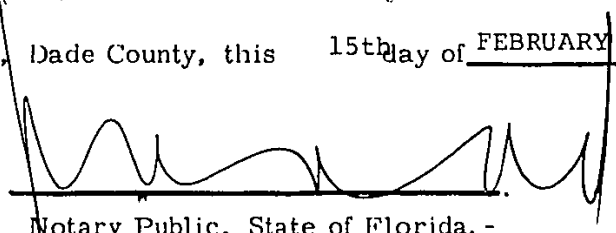
ARTICLE LX

BY-LAWS

The regulation of the business and the conduct of the affairs - of the corporation and the provision creating and limiting the powers - - of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, - from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

I HEREBY CERTIFY that on this 15th day of FEBRUARY
1997, before me personally appeared IVAN ARAGON
and _____, President and Secretary-Treasurer
respectively, to me well known to be the persons described as subscribers
in and who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at HIALEAH, Dade County, this 15th day of FEBRUARY
1997 A. D.



My Commission expires:

Notary Public, State of Florida. -

OFFICIAL NOTARY SEAL
RODRIGO SUAREZ BASTER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC265234
MY COMMISSION EXP. MAR. 13, 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING - AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First: That I. A. BLOCK CONSTRUCTION, INC

desiring to organize under the Laws of the State of FLORIDA, with its principal office, as indicated in the articles of Incorporation at 5470 WEST 24th AVE # 207-HIALEAH, FLORIDA, 33016

County of DADE State of Florida, -Has named: IVAN ARAGON

located at 5470 WEST 24th AVE- # 207- HIALEAH, FLORIDA, 33016
(Street address and number of Building)
City of HIALEAH County of DADE

State of FLORIDA, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT . - Must be signed by designated agent. -

Having been named to accept service of process for the above - stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: *Ivan Aragon*
Resident Agent. -

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STATE OF FLORIDA
DEPARTMENT OF REVENUE