

P97000034082

HERNANDO V. GONZALEZ
3131 CORAL WAY, STE 615
MIAMI, FLA 33145

April 12, 1997

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Secretary of State
Division of Corporations
409 East Gaines
Tallahassee , Fla 32399

Dear Sirs :

Enclosed find one original and a copy of the Articles of Incorporation of GONZALEZ AND BAUER RESEARCH AND ASSOCIATES CORP. Also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 which includes the statutory filing fee.

Your assistance in establishing the corporation to be known as GONZALEZ AND BAUER RESEARCH AND ASSOCIATES CORP. is greatly appreciated.

Respectfully,

Hernando V. Gonzalez
HERNANDO V. GONZALEZ
Registered Agent

APR 16 BSB

FILED
97 APR 14 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 APR 14 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GONZALEZ AND BAUER RESEARCH AND ASSOCIATES CORP.

ARTICLE I - NAME

The name of the corporation is GONZALEZ AND BAUER RESEARCH AND ASSOCIATES CORP.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind , class or series as that which he already holds , shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 3191 Coral Way, Ste 615, Miami, Fla 33145.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is Hernando V. Gonzalez at 3191 Coral Way, Ste 615, Miami, Fla 33145.

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this Corporation is:

3191 Coral Way, Ste 615, Miami, Fla 33145.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time , in accordance with the by-laws of the corporation , but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Hernando V. Gonzalez	3191 Coral Way, Ste 615 Miami, Fla 33145
Sandra B. Gonzalez	3191 Coral Way, Ste 615 Miami, Fla 33145

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is :

Hernando V. Gonzalez
3131 Coral Way, Ste 615
Miami, Fla 33145

ARTICLE XI - BY-LAWS

The power to adopt , alter , amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director , or any former officer or director , to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

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

IN WITNESS THEREOF , the undersigned subscriber has executed these Articles of Incorporation on this 12th day of April, 1997.

Hernando V. Gonzalez
Hernando V. Gonzalez

STATE OF FLORIDA

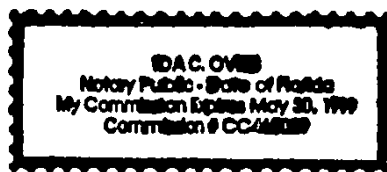
COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 12th day of April, 1997 , by Hernando V. Gonzalez.

Ida C. Ovi
Notary Public
State of Florida

Personally known to me
(or I.D. shown).

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE 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:

GONZALEZ AND BAUER RESEARCH AND ASSOCIATES CORP. desiring to
organize under the laws of the State of Florida , with its
principal offices as indicated in the Articles of Incorporation
has named Hernando V. Gonzalez at 3131 Coral Way, Ste 615, Miami,
Fla 33145 as its Agent to accept service of process within the
State.

ACKNOWLEDGEMENT

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

By: Hernando V. Gonzalez
Hernando V. Gonzalez

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