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ACCOUNT NO. : 072100000032

REFERENCE : 409993 6594A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pijet

ORDER DATE : May 30, 1997

ORDER TIME : 8:47 AM

ORDER NO. : 409993-005

300002197163--2

CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq
GREEN KAHN & PIOTRKOWSKI, PA

317 71st Street

Miami Beach, FL 33141

RECEIVED

97 JUN -2 AM 9:52

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: METRO ASSET SYSTEMS, 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: Daniel W Leggett

EXAMINER'S INITIALS: _____

STATE
OF FLORIDA
JUN -2 PM 11:15
TALLAHASSEE

8N JUN -2 1997

ARTICLES OF INCORPORATION
OF
METRO ASSET SYSTEMS, INC.

97 JUN -2 AM 11:15
STATE OF FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

METRO ASSET SYSTEMS, INC.

The address of the principal office of this corporation shall be 220 71st Street, Suite 217, Miami Beach, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Magdiel Fernandez	220 71st Street, Suite 217
Dir./Pres./V.Pres.	Miami Beach, Florida 33141
Sec./Treas.	

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company has hereunto set their
hand and seal of Corporation Service Company on June 2, 1997.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*
Its Agent, Gail Shelby

DWL

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

, an individual residing in this State having a business office identical with the registered office of the corporation named below and having been designated as the registered agent in the above and foregoing Articles of Incorporation of:

METRO ASSET SYSTEMS, INC.,

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.9505, Florida Statutes.

Donald J. Kahn
DONALD J. KAHN

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TALLAHASSEE
FLORIDA
JAN 2 11:15