

P97000054410



ACCOUNT NO. : 072100000032

REFERENCE : 432568 8971A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pygott

ORDER DATE : June 18, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 432568-005

900002216009--8

CUSTOMER NO: 8971A

CUSTOMER: Ms. Sandra Hernandez
RICHARD J. DIAZ, ESQ

2701 Southwest 3rd Avenue

Miami, FL 33129

DOMESTIC FILING

NAME: MANAGERS CONSULTANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

FILED
97 JUN 18 PM 4:04
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 18 AM 11:38
DIVISION OF CORPORATION

*0063P
00192
00627*

JUN 18 1997

W97-14300



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: MANAGERS CONSULTANTS, INC.
Ref. Number: W97000014300

RESUBMIT
Please give original
submission date as file date.

We have received your document for MANAGERS CONSULTANTS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document. ~~_____~~

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

You must list at least one incorporator with a complete business street address.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197AO0032602

RECEIVED
JUN 19 PM 12:13
DIVISION OF CORPORATIONS

FILED
97 JUN 18 PM 4:04
Charter No. SEC.
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MANAGERS CONSULTANTS, INC.

ARTICLE I - NAME

The name of this corporation is MANAGERS CONSULTANTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2701 Southwest 3rd Avenue, Miami, Florida 33129, and the name of the initial Registered Agent of this Corporation is Richard J. Diaz, P.A. The principal place of business is Post Office Box 144220, Coral Gables, Florida 33114.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Mario Espino	P.O. Box 144220
President, Treasurer	Coral Gables, Florida 33114
Gladys Ivette Espino	SAME
Vice President, Secretary	

ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Ana M. Santisteban
2701 Southwest 3rd Avenue
Miami, Florida 33129

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent if 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 XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17 day of June, 1997.

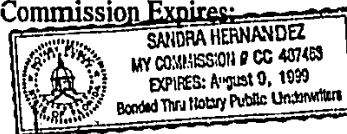


Ana M. Santisteban
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

This foregoing instrument was acknowledged before me this 17th day of June, 1997 by Ana M. Santisteban, as incorporator for MANAGERS CONSULTANTS, INC., who personally appeared before me at the time of notarization and who is personally known to me or has produced _____ as identification and who (did/did not) take an oath.

NOTARY PUBLIC:
sign: Sandra Hernandez
print: Sandra Hernandez
State of Florida at Large
My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT MANAGERS CONSULTANTS, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA,
HAS NAMED RICHARD J. DIAZ, P.A. AS REGISTERED AGENT, LOCATED AT 2701
SOUTHWEST 3RD AVENUE, MIAMI, FLORIDA 33129 AS THE AGENT UPON WHOM
PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS P.O.
BOX 144220, CORAL GABLES, FLORIDA 33114.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Ana M. Sanjoseban
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

RICHARD J. DIAZ, P.A.
(REGISTERED AGENT)

DATED: _____

6/12/97