

P97000056485

CAPITOL SERVICES d/b/a
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
 1406 Hays Street, Suite 2
 (Address)
 Tallahassee, FL 32301 (904) 656-3992
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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 -06/26/97--01067--006
 *****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Vidal Reynardus + Moya (Florida), Inc
 (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

- Walk in Pick up time 6/26/97 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 97 JUN 26 PM 12:33
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 TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials Jeb2097

ARTICLES OF INCORPORATION

FILED

OF

97 JUN 26 PM 2:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

VIDAL, REYNARDUS & MOYA (FLORIDA), INC.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I: The name of the corporation shall be **VIDAL, REYNARDUS & MOYA (FLORIDA), INC.**

Article II: The principal place of business and mailing address of this corporation shall be **DAVID GRONSBELL & CO.
117 EAST 38TH STREET
NEW YORK, NEW YORK 10016**

Article III: The aggregate number of shares which the Corporation shall have authority to issue is two hundred (200), all of which shall be without par value, all of which shall be of the same class and all of which shall be designated as Common Shares.

Article IV: The name and address of the initial registered agent is **NRAI Services, Inc. 526 East Park Avenue, Tallahassee, Florida 32301.**

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of hereof.

Article V: The name and address of the incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
DENNIS GITLER	GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL CITICORP CENTER 153 EAST 53RD STREET NEW YORK, NEW YORK 10022

GRANT PREEMPTIVE RIGHTS

Article VI: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

DENY PREEMPTIVE RIGHTS

Article VI: No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation or any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by an amendment thereof, or out of shares of the corporation acquired by it after the issue thereof, nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

Article VII: The purposes for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes, are as follows:

The Corporation is formed to engage in any lawful act or activity for which corporations may be formed under this chapter; provided, that it is not formed to engage in any act or activity requiring the consent of approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

Article VIII: The period of duration of the corporation is perpetual.

Article IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and

supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of June, 1997 .


DENNIS GITLER, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NRAI SERVICES, INC.

By: Delia Taliento

Delia Taliento
Assistant Secretary

Date: 6/25/97

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SECRETARY OF STATE
TALLAHASSEE FLORIDA