

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Ponce DeLeonard
Associates, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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Signature _____

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Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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ARTICLES OF INCORPORATION

OF

PONCE DE LEON AND ASSOCIATES, INC.

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I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be Ponce De Leon and Associates, Inc.

Its principal place of business and/or mailing address shall be:

7620 S.W. 105 Terrace
Miami, Florida 33156

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

7620 S.W. 105 Terrace
Miami, Florida 33156

The name of the initial registered agent of this Corporation at that address shall be:

Francisco Ponce De Leon

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Francisco Ponce De Leon
7620 S.W. 105 Terrace
Miami, Florida 33156

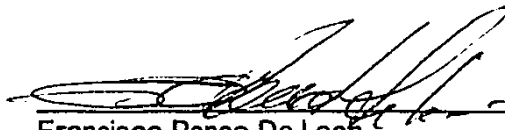
Sylvia C. Ponce De Leon
7620 S.W. 105 Terrace
Miami, Florida 33156

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Francisco Ponce De Leon
7620 S.W. 105 Terrace
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 28th day of July, 1997.



Francisco Ponce De Leon
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 28th day of July, 1997, by Francisco Ponce De Leon, who is personally known to me or who has

produced the following as identification: F.D.L. P 523-250-64-027-0

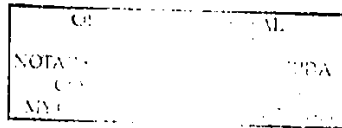
and who did/did not take an oath.

Alina M. Fadhel
Notary Public, State of Florida

Alina M. Fadhel
Name of Notary, Typed/Printed

Commission Number

My Commission Expires:



DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Ponce De Leon and Associates, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 7620 S.W. 105 Terrace, Miami, Florida 33156, has named Francisco Ponce De Leon, located thereat as its registered agent to accept service of process within this state.



Francisco Ponce De Leon
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Francisco Ponce De Leon
Registered Agent.

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