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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
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NAME: JULIO L. GUARDADO, C.P.A., P.A.
AUDIT NUMBER.....H97000013189
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B. REGISTER AUG 12 1997

HA7-13189

ARTICLES OF INCORPORATION

Article 1: Name of Corporation JULIO L. GUARDADO, C.P.A., P.A.
Address of Corporation 7855 NORTHWEST 12th STREET Suite 202
MIAMI, FLORIDA 33126

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 50, with a par value of \$100.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT JULIO L. GUARDADO
and 7855 NORTHWEST 12th STREET #202
REGISTERED OFFICE: MIAMI, FLORIDA 33126

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Julio L. Guardado 8/11/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. JULIO L. GUARDADO

7855 NORTHWEST 12th STREET Suite 202
MIAMI, FLORIDA 33126

Article 5: The Name and Address of the INCORPORATOR is:

JULIO L. GUARDADO
7855 NORTHWEST 12th STREET Suite 202
MIAMI, FLORIDA 33126

In witness whereof I have subscribed my name

Julio L. Guardado
Signature of Incorporator

JULIO L. GUARDADO

HA7-13189
Prepared by:

ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571

HC7-13189

Article 6: The nature of business of this Professional Association is to practice Accounting & Tax Service in the State of Florida.

Article 7: No shareholder of this corporation may sell or transfer shares of stock of this corporation except to another individual who is licensed to practice the profession herein provided and such sale or transfer may be made only after the same has been approved at a stockholder's meeting called for such purpose. If any stockholder shall become disqualified to practice the profession herein provided, be elected to public office or accepts employment which places restrictions or limitations upon the continued rendering of such professional services, such stockholder's shares of stock shall immediately become subject to purchase by the corporation or other stockholders in accordance with contractual arrangements between the corporation or by resolution adopted by the stockholders of this corporation.

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