P97000075586

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 493815 82876A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

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ORDER DATE : August 12, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 493815-005

CUSTOMER NO: 82876A

900002264899--3

CUSTOMER: Raul De La Campa, Cpa
RAUL DE LA CAMPA, CPA, PA

Suite 51-430
444 Brickell Avenue
Miami, FL 33131

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97 AUG 12 AM 10:22
FILED
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SEPLIN REPORTING, 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: Tina M. Bartlett

EXAMINER'S INITIALS: ____

97 AUG 12 PM 12:23
RECEIVED

02557
00611

SN AUG 12 1997

8

W97-18601

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1997

RESUBMIT
Please give original submission date as file date

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

SUBJECT: SEPLIN REPORTING, INC.
Ref. Number: W97000018601

We have received your document for SEPLIN REPORTING, 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:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00040832

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

The name of the corporation shall be:

**SEPLIN REPORTING, INC.**

## ARTICLE TWO
## NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America.

## ARTICLE THREE
## TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the Date of Incorporation.

## ARTICLE FOUR
## MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than five hundred ($500.00), or such greater amount as may be required by law.

## ARTICLE FIVE
## NUMBER OF DIRECTORS

This corporation shall at all times have at least, one director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of this Corporation, provided that the Corporation shall at all times have at minimum one Director.

## ARTICLE SIX
## AMENDMENT

This certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

## ARTICLE SEVEN
## CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follow:

A. Designation: The stock of this Corporation shall be known as Common Stock.
B. Authorized: The Maximum number of shares of Common Stock that this Corporation may issue is: One Hundred (100) shares.
C. Per Value: Each share of Common Stock shall have the par value of (5.00) Five Dollars per value.
D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any consideration of the foregoing. In the absence of fraud in the transactions, the judgment of the Board of Directors as to the value of any consideration shall be conclusive.
E. Non-Accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-accessible..
F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.
G Commutative Voting: No holder to Common Stock shall be entitled to any right of commutative voting.
H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
I. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

## ARTICLE EIGHT
## SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, no shall they have any force of effect, unless assented to in writing by the holders of the required percentage of this Corporation's entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate:
   Required Percentage 51%

2. Sale, lease or exchange of all of this Corporation's property and assets, or of any property or assets for this Corporation essential to the business of this Corporation:
   Required Percentage 51%

3: Merger or consolidation of this Corporation into or with any other Corporation:
   Required Percentage 51%

4. Voluntary dissolution of this Corporation:
   Required Percentage 51%

## PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall-be entitled as of right to purchase or subscribed for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

## ARTICLE NINE
## STOCKHOLDERS AND DIRECTORS

The name and addresses of the stockholders and directors are as follows:

| NAME | ADDRESS | OFFICE | SHARES |
|---|---|---|---|
| STANLEY SEPLIN | 4942 S.W. 87TH PLACE<br>MIAMI, FL 33165 | PRESIDENT<br>DIRECTOR | 100% |

## ARTICLE TEN
## REGISTERED AGENT

The registered agent and the registered office of this Corporation shall be:

STANLEY SEPLIN
4942 S.W. 87 PLACE
MIAMI, FL 33165

## INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees or agents, or former Directors, officers, employees or agents, or any person who may have served at its request as Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock, or of which is a creditor, against the expenses, including the cost of any judgment, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person of his legal representative may be made a party, or may be threatened to be made a party, by reason of his alleged acts or commission while being or having been such Director, officer, employee or agent was in any substantial way derelict in the performance of his duties; or provided, it shall not be determined by a final determination thereof on the merits that such director, officer, employee or agent had not in any substantial way been derelict in the performance of his performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Boards of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

## SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual, a United States resident competent to contract, executes this Certificate of Incorporation as its sole subscriber and director. The undersigned individual shall hold office as a director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the Principal office of this Corporation. The Corporation shall change its Principal Office at any tine.

SUBSCRIBER/DIRECTOR: STANLEY SEPLIN

STREET ADDRESS/PRINCIPAL ADDRESS: 4942 S.W. 87th STREET
MIAMI, FL 33165

MAILING ADDRESS: *SAME AS ABOVE*

IN WITNESS WHEREOF, the undersigned subscriber does make, subscriber, acknowledge and file this certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATE: 7/23/97

# CERTIFICATE OF DESIGNATION
## REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SEPLIN REPORTING SERVICE, INC.

2. The name and address of the registered agent and office is:

Stanley Seplin
(NAME)

4942 S.W. 87th Place
(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33165
(CITY/STATE/ZIP)

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SIGNATURE ________ (corporate officer)

TITLE President

DATE 8/24/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE ________

DATE 8/24/97

REGISTERED AGENT FILING FEE: $35.00