

P98000004214

S 10:19 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000000859 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MENTALITE, INC.

AUDIT NUMBER.....H98000000859

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE... \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:27:53

FILED

98 JAN 14 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 1/14/98

H98000000859

FILED

ARTICLES OF INCORPORATION OF JAN 14 PM 12: 52
MENTALITE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation is **MENTALITE, INC.**

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common 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 his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1000 Bay Harbour Terrace, #203, Bay Harbour, Florida 33154 and the name of the initial registered agent of this corporation is Sergio V. Medina, Esq., at 623 N.E. 72 street, Miami , Florida 33138.

PREPARED BY:

Sergio V. Medina, Esq.
Florida Bar No. 0765546
623 N.E. 72 Street
Miami, Florida 33138
(305) 754 3898

H98000000859

H98000000859

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Director of the corporation is:

MERCEDES ALLENDE
1000 Bay Harbour Terrace #203
Bay Harbour, Florida 33154

ARTICLE VIII- INCORPORATORS

The name and address of the Incorporator signing these articles is: Sergio V. Medina , Esq.; 623 N.E. 72 Street Miami , Florida 33138.

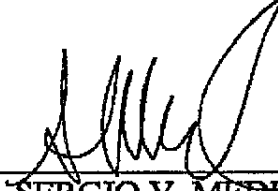
ARTICLE IX – INDEMNIFICATION

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

ARTICLE X – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 14th day of January, 1998.


SERGIO V. MEDINA, ESQUIRE.

H98000000859

H98000000859

CERTIFICATE DESIGNATING RESIDENT AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST that MENTALITE, INC. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business has named SERGIO V. MEDINA, ESQ. At 623 N.E. 72 Street. Miami, Florida 33138.
As its agent to accept service of process within Florida

Dated: 1-14-98


SERGIO V. MEDINA, ESQUIRE.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


SERGIO V. MEDINA, ESQ., Registered Agent.

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared SERGIO V. MEDINA, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 14th day of January, 1998.

Notary Public, State of Florida

H98000000859

FILED

98 JAN 14 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA