

P98000009216

1/28/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

10:39 AM

((H98000001826-0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MR.Q, INC.

AUDIT NUMBER.....H98000001826

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

CERT. OF STATUS..0

PAGES..... 6

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 CAPS Connect: 00:12:51

FILED  
98 JAN 29 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. McKnight JAN 29 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 28, 1998

EMPIRE

SUBJECT: MR. Q., INC.  
REF: W98000001994

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: E98000001826  
Letter Number: 398A00004833

6

498000001826

FILED  
98 JAN 29 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
CELESTIAL COORDINATE, INC.

ARTICLE I  
NAME

The name of the Corporation is Celestial Coordinate, Inc.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State. The principal place of business of this corporation is: 3600 Frantz Road, Miami, Florida 33133.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value.

Prepared by:

NICHOLAS STANHAM  
Fla. Bar No. 0038822  
Freeman Buttermann & Haber  
520 Brickell Key Drive, O-305  
Miami, Florida 33131

(305) 374-2800

498000001826

448000001826

#### ARTICLE V

##### PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent at that address is Nicholas Stanham.

#### ARTICLE VII

##### DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

Oscar Quiroga, Director

3600 Frantz Road  
Miami, Florida 33133

448000001826

EMPIRE CORPORATE KIT

JAN-29-1998 10:08

448000001826

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Nicholas Stanham  
520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION .

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suite or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this January 28, 1998.

  
\_\_\_\_\_  
Nicholas Stanham

448000001826

498000001826

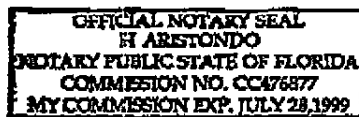
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared  
NICHOLAS STANHAM, personally known to me to be the person who  
executed the foregoing Articles of Incorporation and he  
acknowledged before me according to law, that he made and  
subscribed the same for the purpose therein mentioned and set  
forth.

WITNESS my hand and official seal in the County and State  
named above this January 28, 1998.

My commission expires:

  
Notary Public - State of Florida



498000001826

H98000001826

## 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: Celestial Coordinate, Inc.
2. The name and address of the Registered agent and office is: Nicholas Stanham, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

Signature:

  
 Nicholas Stanham

Title:

Registered Agent

Date:

January 28, 1998

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 agreed 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:

  
 Nicholas Stanham

Date:

January 28, 1998

FILED

98 JAN 29 AM 11:55

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H98000001826