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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 522-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: ATILA'S GROUP CORPORATION

AUDIT NUMBER.....H98000002125

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

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
ATILA'S GROUP CORPORATION**

**ARTICLE I - NAME**

The name of the corporation is ATILA'S GROUP CORPORATION, with principal place of business at 13260 S.W. 133<sup>rd</sup> Ct. Miami, Florida 33184.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

**ARTICLE III - DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV - PURPOSE**

The general nature and purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 100 shares of common stock having a one dollar (\$1.00) par value. The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the

Prepared By: JACQUELINE HERNANDEZ VALDEZ, P.A.  
9300 S. DADELAND BLVD. STE#500  
MIAMI, FL 33156  
(305) 670-0898  
FBN#0053813

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corporate laws of Florida.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

**ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES**

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

**ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The name of the corporation's initial agent is Jacqueline R. Hernandez-Valdes, and the street address of the corporation's initial registered office where agent is to be found is 9300 South Dadeland Blvd., Suite 500, Miami, Florida 33156.

**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have 1 director. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the

initial directors are:

<u>Name</u>	<u>Address</u>
Jacqueline R. Hernandez-Valdes	9300 South Dadeland Blvd., Suite 500 Miami, Florida 33156

#### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator is: Jacqueline R. Hernandez-Valdes with street address as follows: 9300 South Dadeland, Blvd., Suite 500, Miami, Florida 33156.

#### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

#### **ARTICLE XII - AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### **ARTICLE XIII - SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional

services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

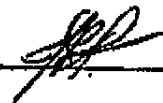
#### **ARTICLE XIV - INFORMAL DIRECTOR ACTION**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the board of directors.

#### **ARTICLE XV - INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 30th day of January, 1998.

  
\_\_\_\_\_

STATE OF FLORIDA:

: S.S.

COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Jacqueline R. Hernandez-Valdes, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that

on this 12th day of January, 1998 he executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 30th day of January.

My commission expires:  
DAFNE FONSECA-DIAZ  
Notary Public, State of Florida  
My Comm. expires Feb 27, 1999  
No. CO441970

Dafne Fonseca - Diaz  
Notary Public  
State of Florida at Large

**ACKNOWLEDGEMENT AND STATEMENT OF  
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That Jacqueline R. Hernandez-Valdes, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, has named Jacqueline R. Hernandez-Valdes, 9300 South Dadeland Blvd., Suite 500, Miami, Florida 33156, State of Florida, as agent to accept service of process within the state.

Having been named to accept service of process for "Jacqueline R. Hernandez-Valdes, at the place designated in this acknowledgement, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

Jacqueline R. Hernandez-Valdes  
Registered Agent

STATE OF FLORIDA:  
: S.S.  
COUNTY OF DADE :

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the

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designated registered agent instrument was executed and acknowledged before me this 30th  
day of January, 1998.

Dafne Fonseca-Diaz  
Notary Public,  
State of Florida at Large

My commission expires:

DAFNE FONSECA-DIAZ  
Notary Public, State of Florida  
My Comm. expires Feb 27, 1999  
No. CC441970

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