



P980000012036

ACCOUNT NO. : 072100000032

REFERENCE : 300824 7125990

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 20, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 300824-005

CUSTOMER NO: 7125990

800002119348--9
-03/20/97--01086--008
***122.50 ***122.50

CUSTOMER: Ms. Lorraine Mata
GARCIA, MARTINEZ &
DOMINQUEZ, P.A.
Second Floor
501 Northeast First Avenue
Miami, FL 33132

DOMESTIC FILING

NAME: CORRECTIONAL OFFICERS
BENEVOLENT ASSOCIATION

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: W. Charles Earnest

EXAMINER'S INITIALS: _____

W97-6603
K.R. MAR 21 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB -5 AM 9:29

FILED

RECEIVED
MAR 20 PM 12:16
97

Mail-out
DMC
2/6/98

Garcia & Dominguez, P.A.

1101 Brickell Avenue.

Suite 1801

Miami, Florida 33131

Humberto R. Dominguez

Carlos Garcia

Telephone: (305) 461-3626

Fax: (305) 371-2234

Also Admitted To Practice

In Washington, D.C.

February 2, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: COALITION OF PUBLIC AND PRIVATE EMPLOYEES, INC.

Dear Kimberly Rolfe:

Pursuant to our conversation today, please apply our money that is in the system towards this new corporation. Enclosed please find an original and one copy of the Articles of Incorporation of the above referenced Corporation together with your reference letter no. 597A00014437. Also enclosed is a self-addressed stamped envelope so you may mail us the certified copy of the Articles of Incorporation.

Very truly yours,


CARLOS GARCIA

C:\CORP\SECSTATE.LTR\C.O.P.P.E.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

*Chapter + not
sep. Corp.*

SUBJECT: CORRECTIONAL OFFICERS BENEVOLENT ASSOCIATION
(C.O.B.A.)
Ref. Number: W97000006603

We have received your document for CORRECTIONAL OFFICERS BENEVOLENT ASSOCIATION (C.O.B.A.) and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A non-profit corporation can not have stock. Please remove any references of stock from the articles. If you wish to use the acronym C.O.B.A. you must file a fictitious name application. One has been enclosed for you.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return 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 (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 597A00014437

FILED

ARTICLES OF INCORPORATION

98 FEB -5 AM 9:30

OF

COALITION OF PUBLIC AND PRIVATE EMPLOYEES SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

AND PRINCIPAL CORPORATE ADDRESS

The name of this Corporation is: Coalition of Public and Private Employees, Inc.

The principal corporate address of this Corporation is:
6965 West 3rd Avenue, Hialeah, Florida 33014.

ARTICLE II
NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607.

ARTICLE III
AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be: 6965 West 3rd Avenue, Hialeah, Florida 33014.

The name of the initial registered agent of this Corporation at that address shall be: JEFF MALLOW.

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have seven (7) director(s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS
NAMES AND STREET ADDRESSES

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jeff Mallow (President & Treasurer)	6965 West 3rd Ave., Hialeah, Fl. 33014
Jorge Fuentes (Vice-Pres. & Sec.)	6965 West 3rd Ave., Hialeah, Fl. 33014
Manuel Fernandez	13350 S.W. 78 St. Miami, Fl. 33183
Alexander Martinez	18916 Bob-O-Link Dr. Hialeah, Fl. 33015

Mericie Lantes

2450 S.W. 7 Avenue
Miami, Fl. 33129

Rafael Negron

6965 West 3rd Ave.,
Hialeah, Fl. 33014

Manuel Aladro

10804 S.W. 142 Place
Miami, Fl. 33186

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jeff Mallow	6965 West 3rd Ave., Hialeah, Fl. 33014

ARTICLE IX
SPECIAL PROVISIONS

The Corporation shall have all corporate powers permitted under the laws of the United States and of the State of Florida. The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are adopted as part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

3. The original incorporators of the Corporation shall have the right upon its organization to assign and deliver their

subscriptions of stock as set forth in Article VIII to any other person, or to firms or corporations who become subscribers to the capital stock of the Corporation. Upon acceptance of such assignment, such assignees shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and to execution of the necessary instruments of assignment.

4. In the absence of fraud, no contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officers of such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the Corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

5. The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have

served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party by reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

6. By affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of February, 1998.


INCORPORATOR JEFF MALLOW

STATE OF FLORIDA)
)
COUNTY OF DADE) §§

BEFORE ME personally appeared JEFF MALLOW to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of February, 1998.

NOTARY PUBLIC, State of Florida at
Large

My Commission Expires: _____



Carlos Garcia
MY COMMISSION # CC676413 EXPIRES
September 25, 2001
BONDED THRU TROY FAIN INSURANCE INC

DESIGNATION AND ACCEPTANCE

OF
REGISTERED AGENT

FILED

98 FEB -5 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 605, Florida Statutes, COALITION of PUBLIC and PRIVATE EMPLOYEES, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 6965 West 3rd Avenue, Hialeah, Fl. 33014 has named JEFF MALLOW, located thereat as its registered agent to accept service of process within this State.

By: 

INCORPORATOR/JEFF MALLOW

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

REGISTERED AGENT/JEFF MALLOW

C:\WP5.1\CORP\ART.INC\C.O.P.P.E.