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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 PM 4:21

February 10, 1998

Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

Attention: Doris Brown

Re: Incorporation of Landmark Properties & Management, Inc.

Dear Ms. Brown:

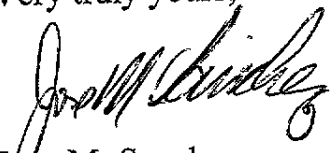
Enclosed please find the following:

100002434811--1
-02/19/98-01012--017
****122.50 ****122.50

1. Original and one copy of Articles of Incorporation.
2. Check payable to Division of Corporation for \$122.50
for filing fee and Certified copy.
3. Stamp self-addressed envelope.

My datetime number is (305) 828-2050 if you have any questions
or information to relate to us.


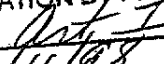
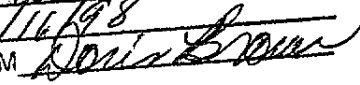
Very truly yours,


Jose M. Sanchez

JMS/mcs

Enclosure

817.5 West 32nd Avenue
Suite #1
Galeah, Fl. 33018

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT 
DATE 2/16/98
DOC. EXAM 

D. BROWN FEB 16 1998

ARTICLES OF INCORPORATION
OF
LANDMARK PROPERTIES & MANAGEMENT, INC.

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ARTICLE I-NAME

The name of this corporation is LANDMARK PROPERTIES &
MANAGEMENT, INC.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the time of
filing of the Articles of Incorporation with the Department of State.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any and all
lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares par value common stock,
FIVE DOLLARS (\$5.00) par value.

ARTICLE V-RIGHTS-UPON LIQUIDATION OF DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or
winding up of this corporation, the holders of record of the common shares
all received a ratable distribution of assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS

Each 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 is offered to others.

VII-PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be:

8175 West 32nd Avenue, Suite, #1, Hialeah, Fl. 33018, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

JOSE M. SANCHEZ

7110 GLENEAGLE DRIVE

MIAMI LAKES FL. 33014

MARIA C. SANCHEZ

7110 GLENEAGLE DR

MIAMI LAKES, FL. 33014

ARTICLE IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

JOSE M. SANCHEZ,

7110 GLENEAGLE DRIVE

MIAMI LAKES, FL. 33014

MARIA C. SANCHEZ,

7110 GLENEAGLE DRIVE

MIAMI LAKES, FL. 33014

ARTICLES X-BY LAWS

The power to adopt, alter, amend and repeal bylaws be vested in the Board of Directors and shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Jose M. Sanchez50 shares

Maria C. Sanchez.....50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulative his votes by giving one candidate

as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of February, 1998.



JOSE M. SANCHEZ



MARIA C. SANCHEZ

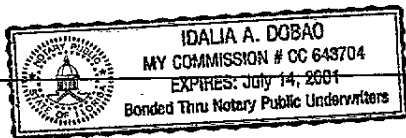
STATE OF FLORIDA

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgments, personally appeared Jose M. Sanchez and Maria C. Sanchez, (✓) who is personally known to me or () who has produced _____ as identification and who () did () did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid
this 10th day of February, 1998.

Idalia Q. Folar
Notary Public State of Florida at Large

My Commission Expires:



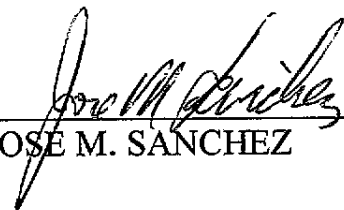
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

First- That LANDMARK PROPERTIES & MANAGEMENT, INC. desiring
to organize under the laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation at the City of Miami Lakes, County
of Dade, State of Florida, has names JOSE M. SANCHEZ, located at 8175
W. 32ND AVE. SUITE #1, Hialeah, County of Miami - Dade,

State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



JOSE M. SANCHEZ

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