

P980000018655

CAREEL 2000, INC  
2750 W 68 STREET SUITE 229  
HIALEAH, FL 33016

2/19/98

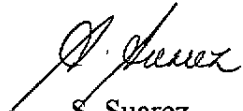
To whom it may concern:

300002440419--7  
-02/25/98--01055--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed please find 3 sets of articles of incorporation for the above corporation. I am also enclosing \$78.75 for the incorporation fee and the certificate.

Please expedite the process and send back certificate ASAP.

Thank you,

  
S. Suarez

FILED  
98 FEB 25 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

FILED  
98 FEB 25 AM 10:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I

NAME

The name of the corporation is **CAREER 2000, Inc.**

ARTICLES II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

This corporation is located at 2750 W 68<sup>th</sup> Street, Suite 229, Hialeah, FL 33016

ARTICLE III

PURPOSE(S)

This corporation is being formed for the following purposes:

To conduct any and all business activities permitted by laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein before enumerated or incidental to the purposes and powers herein named for the enhancement of the value of the property of the corporation or which at any time appear conducive thereof or expedient.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 25,000,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares, Class A".

This corporation is authorized to issue 250,000,000 shares of \$0.01 par value of non-voting common stock, which shall be labeled "Non-voting Common Shares, Class B."

ARTICLE V  
LIMITATION OF CORPORATE POWERS

The corporate shall have all Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VI  
INITIAL REGISTERED AGENT

The initial registered agent for said corporation is J. Suarez.

That **CAREER 2000, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Hialeah, County of Dade, State of Florida, has named J. Suarez located at 2750 W 68<sup>th</sup> Street, Suite 229, Hialeah, Florida 33016 as its agent to accept services of process within the state.

ARTICLE VII  
INCORPORATORS

This corporation shall have ONE (1) Individual designated as Director as described below. Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than (1). The names and addresses of the Director:

S. S. Suarez  
2750 W 68 Street, Ste 229  
Hialeah, FL 33016

Director

ARTICLE VIII  
AMENDMENTS TO  
ARTICLES OF INCORPORATION AND BY-LAWS

This corporation reserves the right to amend or repeal any provisions contained in these articles or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE IX  
POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X  
INDEMNIFICATION

This corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents, or any persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares or capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not limited to, the expenses, including cost of any judgements, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as therein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XII

The name and address of the persons signing these Articles is:

S. S. Suarez, Director

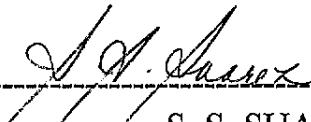
2750 W 68 th Street, Suite 229  
Hialeah, Fl., 33016

J.Suarez  
Registered Agent

2750 W 68 th Street, Suite 229  
Hialeah, Fl., 33016

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation.

Dated: 2/10/98

  
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S. S. SUAREZ, DIRECTOR

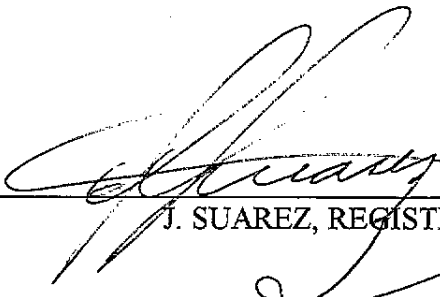
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.91, Florida Statutes, the following is submitted in compliance with said Act:

That **CAREER 2000, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in this Certificate of Incorporation, at the City of Hialeah, County of Miami-Dade, State of Florida, has named J. Suarez located at 2750 W 68<sup>th</sup> Street, Suite 229, Hialeah, FL 33016 as its agent to accept services 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 said office.

  
\_\_\_\_\_  
J. SUAREZ, REGISTERED AGENT

FILED  
98 FEB 25 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA