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ACCOUNT NO. : 072100000032

REFERENCE : 801627 83060A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 30, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 801627-005

CUSTOMER NO: 83060A

CUSTOMER: Sandee Polin, Legal Assistant  
MARK A. KAMILAR, ESQ.

Penthouse 1, U.s. Justice Bldg  
155 South Miami Avenue  
Miami, FL 33130

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 30 PM 3:35

DOMESTIC FILING

NAME: BUSINESS SOLUTIONS SYSTEM,  
INC.

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\*\*\*\*122.50 \*\*\*\*122.50

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: Jeanine Glisar

EXAMINER'S INITIALS:

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g 4/30/98

**ARTICLES OF INCORPORATION**

**OF**

**BUSINESS SOLUTIONS SYSTEM, INC.**

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**WE**, the undersigned, in order to form a Corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

**I**

The name of the corporation shall be **BUSINESS SOLUTIONS SYSTEM, INC.**

**II**

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, house and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures or other obligations of this corporation, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and

provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor count as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objectives of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either a principal, agent or broker, conferred by the law of the State of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### **III**

The number of shares of stock that this Corporation is authorized to have outstanding at any time is **one hundred (100) shares of stock at penny par value.**

### **IV**

The amount of capital with which this Corporation shall begin business shall be **FIVE HUNDRED DOLLARS (\$500.00).**

### **V**

The existence of this Corporation shall be perpetual.

### **VI**

The principal office of this corporation shall be located at 1717 North Bayshore Drive, Suite 3000, Miami, Florida 33132.

### **VII**

The Board of Directors of this corporation shall consist of not less than one (1) member.

### **VIII**

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, by-laws, and the laws of the State of

Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

President/Director: Carlos Felizardo  
1717 North Bayshore Drive, Suite 3000  
Miami, Florida 33132

## **IX**

The Registered Agent and registered office for this corporation are:

**Mark A. Kamilar, Esquire**  
**155 South Miami Avenue, Penthouse I**  
**Miami, Florida 33130**

## **X**

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take are:

<b><u>NAME:</u></b>	<b><u>ADDRESS:</u></b>	<b><u>NO. OF SHARES:</u></b>
Carlos Felizardo	1717 North Bayshore Dr., Suite 3000 Miami, Florida 33132	-0-

## **XI**

This Corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of three (3) directors who shall hold office for one (1) year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the by-laws of the Corporation. The officers shall serve for one (1) year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the by-laws.

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