

24 East 5th Street
Suite 26
Tallahassee, Florida 323010

Law Offices
Carlos M. Rippes, Esq.
Attorney-at-Law

Telephone:
(905) 887-0943
Fax: 885-9196

P980000046499
april
March 14 1998

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

200002501762--3
-04/27/98--01127--015
****122.50 ****122.50

Re: Professional Code Consultant Corp.

Dear Sir:

EXPIRATION DATE
4-9-98

Enclosed herewith please find the original and two (2) duplicate copies of the Articles of Incorporation of this proposed corporation.

The duplicate copies have been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copies, certify, and return the same to the undersigned.

A check is also enclosed for \$122.50 to cover the following:

Filing Fee:	\$35.00
Resident Agent Fee:	35.00
Certified Copy of Corporate Charter:	<u>52.50</u>
Total:	\$122.50

Very truly yours,

CARLOS M. RIPPES

CMR/jg
Enclosure

FILED
98 APR 15 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

CARLOS M. RIPPES, ESQUIRE
24 EAST FIFTH STREET
SUITE 2-E
HIALEAH, FL 33010

SUBJECT: PROFESSIONAL CODE CONSULTANT CORP.
Ref. Number: W98000009461

We have received your document for PROFESSIONAL CODE CONSULTANT CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of 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 (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 398A00022941

ARTICLES OF INCORPORATION
OF

PROFESSIONAL CODE CONSULTANT CORP.

FILED
98 APR 15 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter states, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

EFFECTIVE DATE
4-9-98

The name of this corporation is: PROFESSIONAL CODE CONSULTANT.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the ____ day of _____, 1998.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

a. To purchase, sell, lease, operate, own hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including chooses in action, either as owner,

broker, agent or factor.

b. In the purchase of acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

c. To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 60 shares at no par value.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without insurance of tractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 3150 SW 15TH Street, Miami, Florida 33145 and the name of the initial registered agent of this corporation at that address is RICARDO D. RUIZ. Same as Principle address.

ARTICLE VIII

INITIAL BOARD OF DIRECTOR

This corporation shall have initially Two (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation until the first a President annual meeting of shareholders or until successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
RICARDO D. RUIZ		President
MARIA E. RUIZ		Secretary

ARTICLE IX, - INCORPORATOR

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


RICARDO D. RUIZ

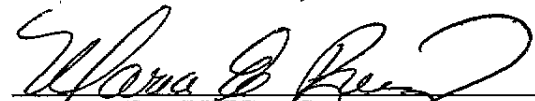
MARIA E. RUIZ

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of APRIL, 1998.


RICARDO D. RUIZ, President


MARIA E. RUIZ, Secretary

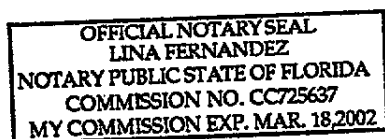
STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Incorporation was acknowledged before me this 9th day of APRIL, 1998 by RICARDO D. RUIZ and MARIA E. RUIZ who are personally known to me or who have produced _____ as identification.


NOTARY PUBLIC

My commission expires:



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

The Persuance of Chapter 48.091, Florida Statutes the following is submitted in compliance with said Act:

That: PROFESSIONAL CODE CONSULTANT CORP. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named:

RICARDO D. RUIZ

As its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above State Corporation, at the place designated in the Articles of Incorporation. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RICARDO D, RUIZ
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 APR 15 PM 4:01

FILED