

6/03/98

P98000050273

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

1:25 PM

{{(H98000010384 9)}}

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PROTOCOL INC.

AUDIT NUMBER.....H98000010384

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

Connect: 00:06:33

FILED  
98 JUN -4 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

305 541 3770 P.02/06

EMPIRE CORP

JUN-04-1998 14:50

me 6/4/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 4, 1998

EMPIRE

SUBJECT: PROTOCOL INC.  
REF: W98000012754

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

Article 8 states there will be 1 director(s), whereas 5 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H98000010384  
Letter Number: 698A00031485

H98000010384

ARTICLES OF INCORPORATION

FILED

OF  
PROTOCOL INC.

98 JUN -4 PM 3:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

⑤  
The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is:

PROTOCOL INC.

The address of the principal office of this corporation shall be 1532 S.W. 8th Street, # B, Miami, Fl 33135, and the mailing address of the corporation shall be the same.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV- POWERS

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares

Prepared by:

ELIO VAZQUEZ, ESQ.  
782 N.W. LEJEUNE ROAD SUITE 440  
MIAMI, FLORIDA 33128  
305-444-5587  
FLA BAR 771746177

P.03/06

305 541 3770

H98000010384

EMPIRE CORP

JUN-04-1998 14:50

1198000010384

of \$ 1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

#### ARTICLE VII - STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is : 1532 S.W. 8th Street, # B, Miami, Fl 33135 and the name of the initial registered agent of the corporation at the office is:

AIDALINA VASALLO

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have Five Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are :

N A M E	A D D R E S S
AIDALINA VASALLO - Registered Agent	1532 S.W. 8th Street, # B, Miami, Fl 33135
DR. HUBERT HERNANDEZ SALGADO - President	Same

1198000010384

H98000010384

ELOY APARICIO, Vice-President	Same
JULIA APARICIO, Secretary	Same
MARIA CARIDAD SALGADO, Treasurer	Same

#### ARTICLE 4- INCORPORATION

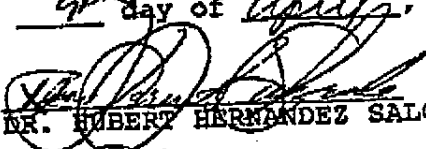
The name and address of the person signing these  
Article is :

NAME	ADDRESS
DR. HUBERT HERNANDEZ SALGADO - President	Same
ELOY APARICIO, Vice-President	Same

#### 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.

  
DR. HUBERT HERNANDEZ SALGADO, President

  
ELOY APARICIO, Vice-President

STATE OF FLORIDA  
COUNTY OF DADE

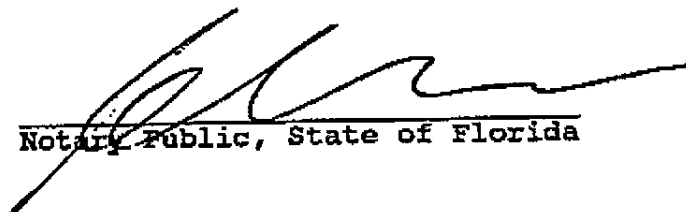
BEFORE ME, the undersigned authority, personally appeared DR. HUBERT HERNANDEZ SALGADO, President and ELOY APARICIO, Vice-President, who is well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and he/she acknowledged to and before me that he/she executed the same for the uses and ( ✓ ) who is personally known to me or ( ) who has

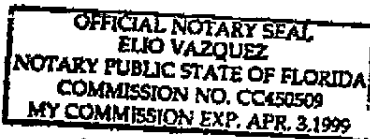
H98000010384

H98000010384

produced \_\_\_\_\_ as identification.

My commission expires :

  
Notary Public, State of Florida



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AIDALINA VASALLO, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

PROTOCOL INC.

BY   
AIDALINA VASALLO

FILED  
98 JUN -4 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H98000010384