

3441 N.W. 22nd Place
Coconut Creek, FL 32066
Phone/Fax (954) 973-0347

June 4, 1998

New Filing Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Vaztro and Associates, Incorporated
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation proposing to form a new corporation with the referenced name. Enclosed also is a check in the amount of \$122.50 to cover the filing fees and the cost of one certified copy.

Please return the certified copy to the following address:

Alexander Vazquez
P.O. Box 670035
Coral Springs, FL 33067

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-06/08/98--01091--003
****122.50 ****122.50

If you have any questions, please do not hesitate to contact me at (954) 973-0347. Thank you.

Sincerely,

Joan M. Lancellot
Joan M. Lancellot

Enclosures

cc: Alexander Vazquez

FILED
98 JUN -8 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION
OF
VAZTRO AND ASSOCIATES, INCORPORATED

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98 JUN -8 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, a natural person competent to contract, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be Vaztro and Associates, Incorporated.

ARTICLE II ADDRESS

The principal office of the corporation shall be 6236 N.W. 38th Drive, Coral Springs, Florida 33067, and the mailing address of the corporation shall be P.O. Box 670035, Coral Springs, Florida 33067.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in or transact computer services, information services and/or consulting services and/or any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V REGISTERED AGENT/OFFICE

The street address of the initial registered office of the corporation shall be 6236 N.W. 38th Drive, Coral Springs, Florida 33067, and the name of the initial registered agent for the corporation at that address is Alexander Vazquez.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

NAME

ADDRESS

Juan A. Castro, III

5851 Holmberg Road
Suite 325
Parkland, Florida 33067

Alexander Vazquez

6236 N.W. 38th Drive
Coral Springs, Florida 33067

ARTICLE X INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

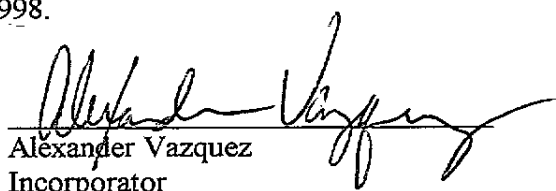
NAME

ADDRESS

Alexander Vazquez

6236 N.W. 38th Drive
Coral Springs, Florida 33067

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of June, 1998.


Alexander Vazquez
Incorporator

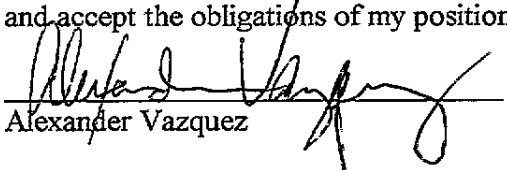
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Vaztro and Associates, Incorporated.
2. The name and address of the registered agent and office is:

Alexander Vazquez
6236 N.W. 38th Drive
Coral Springs, Florida 33067

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Alexander Vazquez

Date: June 1, 1998

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TALLAHASSEE FLORIDA