

P98000052243

CAMPOS AND COMPANY, P.A.
5881 NW 151st. STREET- SUITE 115
MIAMI LAKES, FL. 33014
(305) 826-4181

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-06/08/98--01092--016
***122.50 ***122.50

June 4, 1998

Division of Corporations
P.O.Box 6327
Tallahassee, FL. 32314

NEW FILING DEPT.

Dear sir:

of Miami

Enclosed please find the Articles of Incorporation of H AND M CORPORATION and filing fees of \$122.50 .

If you have any questions, please give me a call.

Very truly yours,


Mario C. Campos

99 JUN - 8 AM 10: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Mario Campos GAVE
AUTHORIZATION BY PHONE TO
change correct Corp name: H and M of Miami Corporation
DATE 6/11
DOC. EXAM BB

B. BROCK JUN 11 1998

ARTICLES OF INCORPORATION

OF

H AND M OF MIAMI CORPORATION

WE, THE UNDERSIGNED INCORPORATORS, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING THE INFORMATION, LIABILITIES, RIGHTS, PRIVILIGES AND IMMUNITIES OF CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

H AND M OF MIAMI CORPORATION

ARTICLE II

THE CORPORATION MAY ENGAGE IN ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDINGS AT ANY TIME SHALL BE AS FOLLOWS:

APPROVED
AND
FILED
98 JUN -8 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ONE HUNDRED SHARES, AT \$ 10.00 PAR VALUE, COMMON STOCK.

THE SUBSCRIBING STOCKHOLDERS ARE AS FOLLOWS:

<u>NAME</u>	<u>SHARES</u>
HECTOR LASSO	50
MARIANA LASSO	50

THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED AND BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE NO LESS THAN \$ 1,000.00.

ARTICLE V

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE CORPORATION STREET ADDRESS OF THE OFFICE OF THIS CORPORATION SHALL BE:

5781 S.W. 137TH AVE.
MIAMI, FLORIDA 33175

ARTICLE VII

THE NUMBERS OF DIRECTORS SHALL NOT BE LESS THAN ONE (1) AND NOT MORE THAN THREE (3).

ARTICLE VIII

THE RESIDENT AGENT OF THE CORPORATION OF ACCEPTANCE OF SERVICE OF PROCESS WITHIN FLORIDA SHALL BE:

MARIANA LASSO
5781 S.W. 137th. AVE.
MIAMI, FLORIDA 33175

ARTICLE IX

THE NAME STREET ADDRESS OF THE FIRST DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THE CERTIFICATE OF INCORPORATION, THE BY-LAWS AND THE YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESORS ARE ELECTED AND HAVE QUALIFIED ARE:

HECTOR LASSO
5781 SW 137TH. AVE.
MIAMI, FLORIDA 33175

MARIANA LASSO
5781 SW 137th.AVE.
MIAMI, FLORIDA 33175

ARTICLE X

THE NAME AND ADDRESSES OF THE INCORPORATORS ARE:

HECTOR LASSO
5781 SW 137th. AVE.
MIAMI, FLORIDA 33175

MARIANA LASSO
5781 SW 137th. AVE.
MIAMI, FLORIDA 33175

ARTICLE XI

THE CORPORATION SHALL HAVE THE RIGHT AND POWER TO: FROM TIME TO TIME DETERMINE WHETHER AND TO WHAT EXTENT AND AT WHAT TIMES AND PLACES AND UNDER WHAT CONDITIONS AND REGULATIONS, THE ACCOUNTS AND BOOKS OF THIS CORPORATION BE OPEN TO INSPECTION BY STATUTE,

UNLESS AUTHORIZED BY A RESOLUTION OF THE BOARD OF DIRECTORS.

THE CORPORATION MAY IN ITS BY -LAWS CONFER POWERS UPON ITS BOARD OF DIRECTORS OR OFFICERS, IN ADDITION TO THE FOREGOING AND IN ADDITION TO POWERS AUTHORIZED AND EXPRESSLY CONFERRED BY STATUTE. IF THE BY-LAWS SO PROVIDE TO HOLD THEIR RESPECTIVE MEETINGS, AND TO HAVE ONE OR MORE OFFICES WITHIN THE STATE OF FLORIDA.

THE CORPORATION RESERVES THE RIGHT TO AMEND , ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THIS CERTIFICATE OF INCORPORATION, IN THE MANNER NOW OR HEREAFTER DESCRIBED AND PRESCRIBED BY STATUTE.

ARTICLE XII

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY.THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DINISHED FROM TIME TO TIME BY THE BY-LAWS.

THE NAME AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION

ARE:

PRESIDENT

HECTOR LASSO
5781 SW 137th. AVE.
MIAMI, FLORIDA 33175

VICE-PRESIDENT-TREASURER

MARIANA LASSO
5781 SW 137th. AVE.
MIAMI, FLORIDA 33175

SECRETARY

MARIANA LASSO
5781 SW 137th. AVE.
MIAMI, FLORIDA 33175

WE THE UNDERSIGNED, BEING ALL OF THE ORIGINAL INCORPORATORS
HEREINABOVE NAMED FOR PROFIT CORPORATION TO DO BUSINESS BOTH
WITHIN AND WITHOUT THE STATE OF FLORIDA, DO HEREBY MAKE,

ACKNOWLEDGE AND FILE THIS CERTIFICATE, HEREBY DECLARING AND
CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE.

HECTOR LASSO
PRESIDENT

Hector F. Lasso

MARIANA LASSO
VICE-PRESIDENT

Mariana De Lasso

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared HECTOR LASSO, MARIANA LASSO known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

Hector F. Lasso

HECTOR LASSO
PRESIDENT

Mariana De Lasso

MARIANA LASSO
VICE PRESIDENT

[Signature]
OFFICIAL NOTARY SEAL
MARIO C CAMPOS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453836
MY COMMISSION EXP. APR. 19, 1999

APPROVED
AND
FILED

98 JUN - 8 AM 10: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTER AGENT/ REGISTERED OFFICE

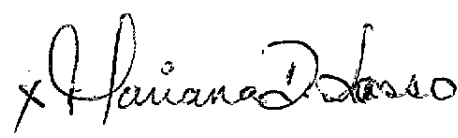
Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

H AND M OF MIAMI CORPORATION

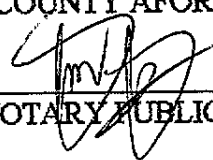
2. The name and address of the registered agent and office is:

MARIANA LASSO
5781 SW 137th. AVE.
MIAMI, FLORIDA 33175



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.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 27TH DAY OF MAY 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
MARIO C CAMPOS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC453836
MY COMMISSION EXP. APR. 19, 1999