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FLORIDA DIVISION OF CORPORATIONS  
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NAME: ASAP ACCOUNTING AND TAX CORPORATION

AUDIT NUMBER.....H98000013372

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

CERT. OF STATUS..0

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### Articles of Incorporation

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

#### ARTICLE I. Corporate Name

### ASAP ACCOUNTING AND TAX CORPORATION

#### ARTICLE II. Term of Existence

This corporation shall exist perpetually, unless dissolved according to Florida Law.

#### ARTICLE III. Nature of Business

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

#### ARTICLE IV. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares of common stock having \$1.00 par value per share.

#### ARTICLE V. Incorporators

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**JAIRO M. BOSCH** [50.00%]  
 5440 N. STATE ROAD 7, SUITE.5  
 FORT LAUDERDALE, FL 33319

**NELLY VILLAMIZAR** [50.00%]  
 8768 S.W. 3rd STREET, APT.102  
 PEMBROKE PINES, FL 33025

#### ARTICLE VI. Initial Registered Agent and Address

The initial registered agent's name and office address is:

**JAIRO M. BOSCH**  
 5440 N. STATE ROAD 7, STE.5  
 FORT LAUDERDALE, FL 33319

#### ARTICLE VII. Principal Office

7179 PEMBROKE ROAD  
 PEMBROKE PINES, FL 33025

Prepared by:  
 ace! Industries, Inc.  
 54 Northwest 11th St.  
 Miami, FL 33136  
 (305) 358-2571

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ARTICLE VIII. Officers

The name(s) and address(es) of the initial officer(s) are:

**JAIRO M. BOSCH** [P/T/D]  
5440 N.STATE ROAD 7, SUITE.5  
FORT LAUDERDALE, FL 33319

**NELLY VILLAMIZAR** [VP/S/D]  
8768 S.W. 3rd STREET, APT.102  
PEMBROKE PINES, FL 33025

ARTICLE IX. Special Provision

(Losses on Small Business Stock) The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions, as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE X. Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the Assets of the corporation shall be payable and distributed among the Board of Directors and Officers.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 19th day of July, 19 98.

  
Jairo M. Bosch  
President

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**CERTIFICATE OF DESIGNATION  
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:


**ASAP ACCOUNTING AND TAX CORPORATION**

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


**JAIRO M. BOSCH  
5440 N. STATE ROAD 7, STE.5  
FORT LAUDERDALE, FL 33319**

and the mailing address of this corporation is:

**7179 PEMBROKE ROAD  
PEMBROKE PINES, FL 33025**

Signature:   
Title: **President**  
Date: **July 19, 1998**

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.

Signature:   
Title: **Registered Agent**  
Date: **July 19, 1998**

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