

P98000075744

TRANSMITTAL LETTER

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

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-08/17/98--01088--003
*****78.75 *****78.75

Solutions
SUBJECT: FOCUS ^ CORP.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

| | | | |
|--|---|--|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate | <input type="checkbox"/> \$122.50 Filing Fee & Certified Copy | <input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate |
| Additional Copy Required | | | |

FROM: Daniel Libovitch
Name (printed or typed)
2999 N.E. 191st Street Suite 603
Address
Miami, Florida 33180
City, State & Zip
(305) 935-5475
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 PM 12:56

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1998

DANIEL LIBOVICH
~~2999 N.E. 191ST STREET SUITE 603~~
~~MIAMI, FL 33180~~

SUBJECT: FOCUS CORP.
Ref. Number: W98000019001

P.O. Box 85246
M.
HALLANDALE, FL 33008

We have received your document for FOCUS CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 298A00043166

ARTICLES OF INCORPORATION
OF
FOCUS SOLUTIONS CORP.

ARTICLE I. NAME.

The name of the corporation is Focus Solutions Corp.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at 2999 N.E. 191st Street,
Suite 603, Aventura, in Dade County, State of Florida.

ARTICLE III. REGISTERED AGENT.

The registered agent for the Corporation is Daniel Libovich and the address to be
used for service to the Corporation shall be 2999 N.E. 191st Street, Suite 603,
Aventura, Florida 33180.

ARTICLE IV. BOARD OF DIRECTORS.

- (I) The Corporation shall have a minimum of on (1) director, and shall have two
(2) directors initially. The number of directors may be increased from time to time
by amendment of the By-laws
- (II) The names and addresses of the persons who are to serve as directors until
the first annual meeting of shareholders or until its successors are elected and
qualify, are:

Daniel Libovich, President
2999 NE 191st Street, Suite 603
Aventura, Florida 33180

Antonieta Abreu Libovich
2999 NE 191st Street, Suite 603
Aventura, Florida 33180

ARTICLE V. INCORPORATOR.

The names and addresses of the incorporators are as follows:

Daniel Libovich
2999 NE 191st Street, Suite 603
Aventura, Florida 33180

Antonieta Abreu Libovich
2999 NE 191st Street, Suite 603
Aventura, Florida 33180

ARTICLE VI. DURATION.

The Corporation shall have perpetual existence.

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ARTICLE VII. PURPOSES.

The purposes for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE VIII. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE IX. CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

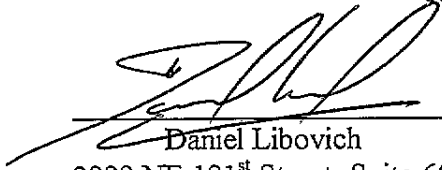
ARTICLE X COMMENCEMENT OF BUSINESS.


The minimum amount of capital with which the Corporation will commence business is Five Hundred dollars (\$500.00)

ARTICLE XI. INTERESTED DIRECTORS.

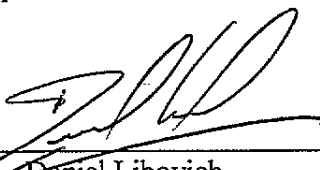
No contract or transaction between this Corporation and any of its directors, between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or director's interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 15th day of August, 1998.


Daniel Libovich
2999 NE 191st Street, Suite 603
Aventura, FL 33180


Antonieta Abreu Libovich
2999 NE 191st Street, Suite 603
Aventura, FL 33180

I understand, accept and assume the duties and responsibilities of the position of Registered Agent for the aforementioned Corporation.


Daniel Libovich
2999 N.E. 191st Street, Suite 603
Aventura, FL 33180

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