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MAZZA - MARTINEZ & ASSOC., P.A.

Attorneys at Law

Attorneys admitted in USA, Venezuela and Spain
1088 Hunting Lodge Dr. Miami Springs, Florida 33166, USA
Ph (305) 870-0404 Fax (305) 870-0405

October 7, 1998

**DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P.O.BOX 6327
TALLAHASSEE, FLORIDA 32314**

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-10/13/98--01040--011
*****78.75 *****78.75

Dear Sirs:

I hope everything is fine with you and yours.

Enclosed you will find the articles of incorporation for a Professional Association with a check in the amount of US\$ 78.75 *cert. of Status*

The return address for the document when filed is : 1088 Hunting Lodge Drive.
Miami Springs, Florida 33166
Ph: (305) 870-0404.
Fax: (305) 870-0405.

Best Regards,

Tania A. Mazza-Martinez
Ms. Tania A. Mazza-Martinez

TMM/amm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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B. BROCK OCT 14 1998

ARTICLES OF INCORPORATION 98 OCT 13 AM 10: 58
OF
MAZZA - MARTINEZ & ASSOC., P.A.

The undersigned natural person, competent and licensed to practice Law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation in accordance with the provisions of Section 607 Florida Business Corporation Act, and Section 621 Florida Professional Service Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME:

The name of this Corporation is **MAZZA - MARTINEZ & ASSOC., P.A.**

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal office and mailing address of this Corporation is: 782 NW Le Jeune Road, Miami, Florida 33166.

ARTICLE III: PURPOSE AND NATURE OF BUSINESS:

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in every aspect in the practice of Law and all its field of specialization as are engaged in by Attorneys.
2. To own property, enter into contracts, and /or carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of this Corporation which consist of the practice of Law shall be carried out only through officers, employees, and agents who shall be Attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
4. To engage in no other business other than the rendition of the professional service specified therein.
5. To do everything necessary, proper or convenient for the accomplishment of any of the purpose herein set forth, and to do every other act incidental thereto which is not forbidden by the Laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE IV: CAPITAL STOCK:

1. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is US\$ 1,000 shares of Common Stock having a par value of US\$ 1.00 per share.
2. The consideration to be paid for each share of stock shall be payable in lawful money or property, labor or services.
3. The shares and certificate of Corporate Stock shall only be issued to Attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE V: DURATION:

This Corporation shall have perpetual existence.

ARTICLE VI: ADDRESS AND AGENT:

The street address of the principal and initial registered office of this Corporation is 782 NW Le Jeune Road, Miami, Florida 33166 and the name of its initial registered agent is Ms. TANIA A. MAZZA-MARTINEZ.

ARTICLE VII: DIRECTORS:

This Corporation shall be managed by a Board of Directors of at least one (1) Director. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one (1). No person shall serve as a Director of this Corporation unless the person is duly licensed to practice law and is an Attorney in good standing. The name and street address of each person who is to serve as a member of the initial Board of Director is as follows:

NAME	ADDRESS:
Ms. Tania A. Mazza-Martinez	782 NW Lw Jeune Road. Miami, Florida 33126

ARTICLES VIII: INCORPORATORS:

The name and address of the Incorporator of this corporation, is as follows:

NAME	ADDRESS:
Ms. Tania A. Mazza-Martinez	782 NW Le Jeune Road. Miami, Florida 33126

ARTICLE IX: AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 7 day of October of 1998.


INCORPORATOR
Ms. Tania A. Mazza-Martinez

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE.**

1. The undersigned person, having been named as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in the Articles, hereby accept to act in this capacity. I further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.

By: 

Registered Agent.

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SECRETARY OF STATE
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98 OCT 13 AM 10:58