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TERESA98 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)651-1025

FAX #:

NAME: UNIVERSAL MAINTENANCE SYSTEMS, INC. AUDIT NUMBER.....H98000019941 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

UNIVERSAL MAINTENANCE SYSTEMS, INC.

ARTICLE I.

The name of the corporation is **UNIVERSAL MAINTENANCE SYSTEMS, INC.**

ARTICLES II.

The corporation shall have perpetual existence.

ARTICLE III.

The general nature of the business to be transacted by this corporation is general retail and wholesale sales and services.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV.

The corporation is authorized to issue 100 shares at One (\$ 1.00) Dollar par value per share, all of which shall be designated "common shares".

ARTICLE V.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This document prepared by:
Pablo Perez, Esq.
2828 Coral Way #304
Miami, Fl 33145
Fla. Bar # 0771635
305-445-7666

ARTICLE VI

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation is: This is also the principal office

Mr. Andres Falcon
275 Fountainbleau Boulevard
Suite #235
Miami, Florida 33172

ARTICLE VII

The name and post office address of the Director of this corporation are as follows:

Mr. Andres Falcon
275 Fountainbleau Boulevard
Suite #235
Miami, Florida 33172

ARTICLE VIII

The corporation shall have One (01) Director initially. The number of Directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (01) Director. To the extent permitted by law, ANDRES FALCON shall serve as a director or officer of the corporation, and each person who served at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE IX.

The name and address of the person signing these Articles is as follows:

ANDRES FALCON
275 Fountainbleau Boulevard
Suite #235
Miami, Florida 33172

ARTICLE X.

Shares held by the initial shareholder(s) may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI.

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

By:


ANDRES FALCON

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21
day of Oct., 1998.

I HEREBY AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT
FOR SAID CORPORATION.

BY:


ANDRES FALCON

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