

P98000107348



ACCOUNT NO. : 072100000032

REFERENCE : 081554 7172870

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : December 29, 1998

ORDER TIME : 11:10 AM

ORDER NO. : 081554-005

CUSTOMER NO: 7172870

600002725196--0

CUSTOMER: Mr. Walter Reynoso
WALTER REYNOSO, P.A.
WALTER REYNOSO, P.A.
Grove Forest Plaza
2937 Sw 27th Ave, Suite 107
Miami, FL 33133

DOMESTIC FILING

NAME: EDITH REYNOSO CONSULTING, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

JR 12/29/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 2:55

REC'D
98 DEC 29 PM
DIVISION OF CORP

**ARTICLES OF INCORPORATION
OF
EDITH REYNOSO CONSULTING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 2:55

ARTICLE I - NAME

The name of this corporation is Edith Reynoso Consulting, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$.75 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal place of business of this corporation is 3737 N.W. 25th Street, Miami, Florida 33142, telephone (305) 633-3173.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws; however, there shall never be less than one Director nor more than four. The name and address of the initial Board of Directors of this corporation is:

Edith Reynoso
3737 N.W. 25th Street
Miami, FL 33142

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Edith Reynoso
3737 N.W. 25th Street
Miami, FL 33142

ARTICLE IX- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 28 day of December, 1998.

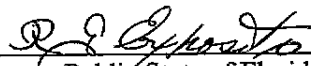


EDITH REYNOSO
Incorporator

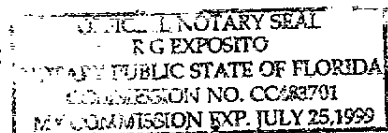
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EDITH REYNOSO, who has produced D/L as identification or is personally known to me and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 28 day of December, 1998.



Notary Public State of Florida at Large
Printed Signature:
My Commission No.:
My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 2:55

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

EDITH REYNOSO CONSULTING INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3737 N.W. 25th Street, Miami, Florida 33142 and has named Edith Reynoso, 3737 N.W. 25th Street, Miami, Florida 33142 as its agent to accept service of process within Florida.

Dated:

12/28/98



EDITH REYNOSO
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all the statutes relative to the proper performance of my duties.



EDITH REYNOSO
Registered Agent