

PA9900000/868

Jaime Mendez
12154 S.W. 50th Court
Cooper City, Florida 33330
(954) 434-1637
89 JAN -7 PM 2: 58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/07/99--01051--002
****122.50 *****78.75

Re: J. Mendez & Associates, Inc.

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is my check in the amount of \$122.50 representing the filing fee and the fee for the certified copy.

Please return the certified copy of the Articles to the undersigned. Thank you for your cooperation.

Sincerely,


Jaime Mendez

jm:encl.

P. Hall

JAN - 7 1999
(4)

ARTICLES OF INCORPORATION
OF
J. MENDEZ & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes chapter 607, the undersigned hereby executes, acknowledges and files the following Articles of Incorporation for the purposes of organizing a business corporation under the laws of the State of Florida.

ARTICLE I (CORPORATE NAME)

The name of the corporation ("Corporation") shall be J. Mendez & Associates, Inc.

ARTICLE II (PRINCIPAL OFFICE)

The street address of the principal office of the Corporation is 12154 S.W. 50th Court, Cooper City, Florida 33330. The Board of Directors from time to time may move the principal office to any other address in the State of Florida.

ARTICLE III (CAPITAL STOCK)

The maximum number of shares which the Corporation is authorized to issue is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV (INITIAL REGISTERED OFFICE AND AGENT)

The initial street address of the Corporation's registered office is 12154 S.W. 50th Court, Cooper City, Florida 33330. The initial registered agent is Jaime Mendez.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE V (BOARD OF DIRECTORS)

The initial Board of Directors of the Corporation shall consist of two (2) members. The name and addresses of the individuals who will serve on the initial board are Jaime Mendez, President, 12154 S.W. 50th Court, Cooper City, Florida 33330 and Maria A. Mendez, Secretary, 12154 S.W. 50th Court, Cooper City, Florida 33330. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI (PREEMPTIVE RIGHTS)

The Corporation elects to have preemptive rights.

ARTICLE VII (INDEMNIFICATION)

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII (INCORPORATOR)

The name and street address of the person signing these Articles of Incorporation is Jaime Mendez, 12154 S.W. 50th Court, Cooper City, Florida 33330.

THE UNDERSIGNED, as Incorporator, has executed the foregoing Articles of Incorporation this 29th day of December, 1998.



Jaime Mendez, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

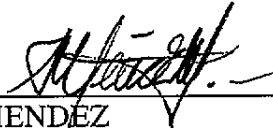
Pursuant to the provisions of Florida Statutes § 607.0501 (1997), the herein mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

That J. Mendez & Associates, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Cooper City, Broward County, Florida, has named Jaime Mendez., located at 12154 S.W. 50th Court, Cooper City, Florida 33330, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

**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.**

Dated: December 29, 1998



JAIME MENDEZ
as Registered Agent