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 LOCAL REPRESENTATIVE TALLAHASSEE

600002804246-7
 -03/12/99-01057-024
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. 24 HOURS ASSISTANCE INC. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATION

Examiner's Initials _____

ARTICLES OF INCORPORATION

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

NAME

The name of the corporation shall be:

24 HOURS ASSISTANCE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To engage and carry on any business and related activities allowable under the applicable laws of the State of Florida and to perform any and all acts necessary to the accomplishment and furtherance of the above stated purpose.

b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign transfer, invest in and trade real and personal property of every kind and description.

c) To subscribe for purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any person, firm,

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associations and other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real property, personal property, intangible property, business rights or franchises, for additional working capital and for any other object in or about its business or affairs and, without limit as to amount, incur debt and raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder in any lawful manner.

g) To conduct business and operations and to have one or more offices and hold,

purchase, mortgage, lease, dispose, deal in and convey real and personal property without restrictions in this State and in any other state, territory, possession, and dependency of the United States, the District of Columbia, and in any and all foreign countries.

h) To purchase or otherwise acquire, become interested in, deal in, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose, or turn on account or realize upon as owner, agent broker, or factor all forms of securities, including stocks, bonds, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation and any amendment thereto, and for the protection and benefit of the Corporation; in general, to carry on any lawful business

necessary or incidental to the attainment of the objects and protection of the Corporation, whether or not such business is similar in nature. The enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive. All other lawful powers conferred by the statutes of the State of Florida are hereby included. —

ARTICLE III —

CAPITAL STOCK —

The capital stock of this corporation shall be One Hundred shares, no par value, common stock. This stock shall have full voting rights, preemption privileges, noncumulative as to dividends and shall be issued fully paid and nonsinkable. The stock shall be restricted as to transfer as follows: this stock may not be transferred on the books of this corporation without first giving the right of purchase for ten (10) days to the corporation at the book value of the stock, and thereafter, for five (5) days to any stockholders of record at the same price and terms of any bona fide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than five hundred dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of said corporation shall be at: c/o 8360 West Flagler Street, Suite 200, Miami, Florida 33144, with privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this Corporation shall be not less than one nor more than ten.

ARTICLE VIII

The names and post office addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
Luis O. Rios	c/o 8360 West Flagler Street Suite 200 Miami , Florida 33144

ARTICLE IX

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute or set out in the Corporate By-Laws so long as same does not conflict with the Florida Statutes.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to determine any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them or any indebtedness of such members of the corporation.

ARTICLE X

This officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold, or control stock in this Corporation as a condition precedent to holding an office in this Corporation.

The original incorporators this Corporation shall have the right, upon the organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof, to any person, firm or corporation, who, upon acceptance of said assignment, shall stand in lieu of the rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida, and the execution of the necessary instruments of

assignment.

IN WITNESS THEREOF, WE, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and so respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this the _____ day of _____ 1998.

WITNESSES :





(SEAL)

Luis O. Rios, Incorporator
c/o 8360 W. Flagler St., #200, Miami, FL 33144

(SEAL)

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Luis O. Rios, who is known to me to be the person described in and who executed the foregoing Articles of Incorporation and who, after being by me first duly sworn, on oath, deposes and says and does acknowledge before me, that the said Articles to be the act and deed of the signers respectively and the facts and matters therein set forth are true and correct.

NOTARY PUBLIC

CERTIFICATE DESIGNATING RESIDENT AGENT

That 24 HOURS ASSISTANCE, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has assigned LUIS O. RIOS, to accept service of process within this State. Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office at, c/o 8360 West Flagler Street, Suite 200, Miami, Florida 33144.



Luis O. Rios, Incorporator
8360 W. Flagler St., #200, Miami, Florida 33144

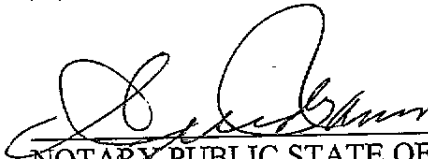
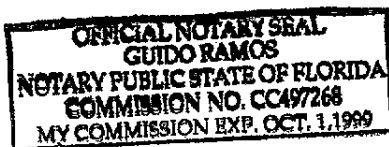
STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared, Luis O. Rios, the person described as the Resident Agent, and who executed the foregoing Certificate Designating Resident Agent.

IN WITNESS THEREOF, I set my hand and official seal in the County and State named above, this 10th day of Mar, 1999.

My Commission Expires:



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