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Florida Department of State

Division of Corporations

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Kathrine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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99 MAY 28 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BENITEZ & COMPANY CPA'S, CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 28, 1999

FAS-T CORP

SUBJECT: BENITEZ & COMPANY CPA'S CORP.
REF: W99000012521

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 7 states there will be 1 director(s), whereas 2 is/are listed.

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Becky McKnight
Document Specialist

FAX Aud. #: E99000012868
Letter Number: 199A00029458

ARTICLES OF INCORPORATION

OF

BENITEZ & COMPANY CPA's, CORP.

ARTICLE I - NAME

The name of this corporation is BENITEZ & COMPANY CPA's, CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the articles by the Department of the State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollars--00/100 (\$ 0.01) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

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.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial and principal place of business of this corporation shall be 8001 S.W. 24th Street, Miami, Florida 33155. The registered agent of this corporation shall be Juan F. Benitez, and the street address shall be located at: 8001 S.W. 24th Street, Miami, Florida 33155.

Prepared by: Juan F. Benitez
8001 S.W. 24th Street
Miami, Florida 33155
(305) 261-8589

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TALLAHASSEE, FLORIDA

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

Juan F. Benitez
8001 S.W. 24th Street
Miami, Florida 33155

Maria Don
6881 S.W. 5th Street
Pembroke Pines, Fl 33023

ARTICLE VIII - INCORPORATORS

The name and address of the each incorporator are:

Juan F. Benítez
8001 S.W. 24th Street
Miami, Florida 33155

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIV - SUBSCRIBERS


~~Juan F. Benitez~~

(seal)

(seal)

María Don

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(seal)
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NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registers office/registered agent, in the State of Florida.

1. The name of the corporation is:

BENITEZ & COMPANY CPA's, CORP.

2. The name and address of the registered agent and office is:

Juan F. Benitez
8001 S.W. 24th Street
Miami, Florida 33155

SIGNATURE: 

(Corporate Officer)

TITLE: PRESIDENT

DATE: May 24th, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE: May 24, 1999

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