

P99000057378

Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : CREDIT SOLUTIONS, INC.
Account Number : 110451000522
Phone : (305) 827-9080
Fax Number : (305) 827-3778

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FILED
SECRETARY OF STATE
ALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

P4 Solutions, Inc.

Certificate of Status	1
Certified Copy	0
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B. McKnight JUN 24 1999

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ARTICLES OF INCORPORATION

ARTICLE 1- NAME

The name of the Corporation is

P4 SOLUTIONS, INC.

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of this Corporation is:

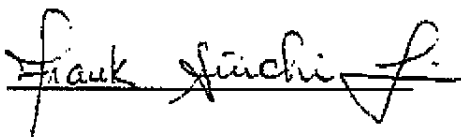
4420 NW 107 Ave. Suite 305
Miami, FL 33178

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Frank S. Lin
4420 NW 107 Ave., Suite 305
Miami FL 33178

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
23rd of June of 1999



PREPARED BY
Credit Solution Incorporated Enterprises
1790 West 49 Street Suite 400-2
Hialeah FL 33012
305 827 9080
305 827 3778

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TALLAHASSEE FLORIDA

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ARTICLE 5- OFFICERS

The officers of the Corporation shall be:

President & Treasurer: Frank S. Lin
4420 NW 107 Ave. Suite 305
Miami FL 33178

Vice President & Secretary: Mauricio Ardila
15444 SW 113 ST
Miami, FL 33196

If a quorum is present, the affirmative vote of a majority of the directors present, or, if director or directors have abstained from voting because of an interest in the matter to be voted upon the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE 6- DIRECTOR(S)

The Director(s) of the Corporation shall be:

Frank S. Lin & Mauricio Ardila

ARTICLE 7- SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

100 shares as One Dollar (US\$ 1.00) Par Value Common Stock.

ARTICLE 8 -PREMEPTIVE RIGHTS

Every share holder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their Pro Rate Share (as nearly as may is done without issuance or fractional shares) at the price at which it is offered to others. The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958.

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ARTICLE 9- SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The initial shareholders of the corporation will be:

Frank S. Lin..... 50 SHARES
4420 N.W. 107th Ave., #305
Miami, FL 33178

Mauricio Ardila..... 50 SHARES
15444 SW 113 ST
Miami, FL 33196

ARTICLE 10- REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11- INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE 12- MANAGEMENT OF CORPORATION SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the president and director of, shareholders of this corporation.

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock at such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his/her shares may not be voted or counted for any purpose at said meeting.

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ARTICLE 13- BY LAWS AND FURTHER RIGHTS

The power to adopt, after, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside of Florida at such places as may from time to time be designated by the Board of Directors.

ARTICLE 14- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is:

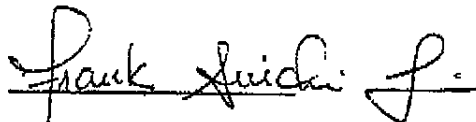
P4 SOLUTIONS, INC.

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

Frank S. Lin
4420 NW 107 Ave., Suite 305
Miami FL 33178

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. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature



Date

23rd of June of 1999

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