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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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-06/30/99--01032--009
*****78.75 *****78.75

SUBJECT: Baez & Baez, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00	\$78.75	\$122.50	\$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM:

JUNIOR ACEVEDO
ACCOUNTING & TAX CONSULTANT
195 JALAPA DR.
KISSIMMEE FL. 34743
(407) 348- 4159

99 JUN 30 PM 12:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials/signature

**ARTICLE OF INCORPORATION
OF
BAEZ & BAEZ INC.**

The undersigned subscribers to these Articles of Incorporation is an natural person competent to contract and hereby form for profit Corporation under Section 607 of the Florida Statutes.

ARTICLE 1- NAME

The Name of the Corporation is **BAEZ & BAEZ INC.** (hereinafter, "Corporation").

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United State and State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The Address of the Principal office of this Corporation is 2464 Ruth Lane Kissimmee, FL 34744 and the mailing address is the same.

ARTICLE 4- INCORPORATORS

The Name and Street Address of he Incorporators of this Corporation is:

Agustin Baez
2464 Ruth Lane
Kissimmee, Florida 34744

Carmen T. Baez
2464 Ruth Lane
Kissimmee, Florida 34744

ARTICLE 5- OFFICERS

The Officers of the Corporation shall be:

President : Agustin Baez
Secretary & Treasurer: Carmen T. Baez

Whose Address shall be the same as the principal address of the Corporation.

ARTICLE 6- DIRECTOR(S)

The Director (s) of the Corporation shall be:

Agustin Baez
Carmen T. Baez

Whose Addresses shall be the same as the principal Address of the Corporation.

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ARTICLE 7- CORPORATE CAPITALIZACION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the pay value of one hundred dollars (\$100.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, Whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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 thereto, 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- REGISTERED OFFICE AND REGISTERED AGENT

The Initial Address of registered office of this Corporation is 2464 Ruth Lane Kissimmee, Florida, 34744. The name and address of the registered agent of this Corporation is Agustín Baez 2464 Ruth Lane Kissimmee, FL 34744

ARTICLE 12- BAYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent, or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

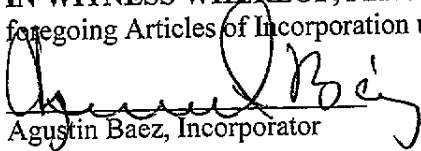
ARTICLE 13- EFFECTIVE DATE

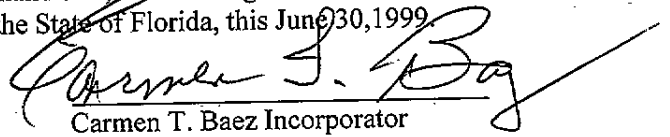
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14- 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 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.


IN WITNESS WHEREOF, I have hereunto set my hand seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this June 30, 1999


Agustin Baez, Incorporator


Carmen T. Baez Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATE
IN ARTICLES OF INCORPORATION**

Alcides Algarin having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: 
Agustin Baez, Incorporator

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FILED