

P99006510

TRANSMITTAL LETTER

FILED
99 JUL 15 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

100002932001--6
-07/15/99--01038--005
*****78.75 *****78.75

SUBJECT: Luis Gerardo Acosta, 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
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Luis Gerardo Acosta
Name (printed or typed)
6556 SW 35th St
Address
Miami, FL 33155
City, State & Zip
(305) 665-2243
Daytime Telephone number

PH 7/22/99

NOTE: Please provide the original and one copy of the articles

Articles of Incorporation
Of
Luis Gerardo Acosta, Inc.

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ARTICLE I. CORPORATE NAME

The name of this Corporation is Luis Gerardo Acosta, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered Agent and the street address of the initial Registered office of this Corporation in the State of Florida shall be:

LUIS GERARDO ACOSTA
6556 SW 35th St
Miami, FL 33155

The Corporation's principle address is Same as above. The mailing address is Same as above. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

LUIS GERARDO ACOSTA
6556 SW 35th St
Miami, FL 33155

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor (s) is/are elected or appointed and have qualified, whichever comes first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

LUIS GERARDO ACOSTA
6556 SW 35th St
Miami, FL 33155

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a two-thirds (2/3) of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. BEGINNING CAPITAL

The amount of capital with which this Corporation shall begin business is no less than \$100.00.

ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

OFFICE	NAME
President/ Secretary	<i>LUIS GERARDO ACOSTA</i>

ARTICLE XII. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within sixty (60) days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record, of its decision, within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the Corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

ARTICLE XIII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned, or by any reason of any act or omission to act as such a director or officer provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officer or officers may be entitled.

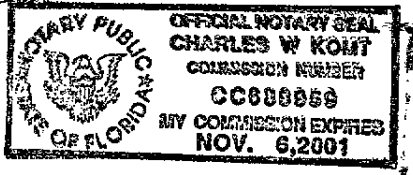
ARTICLE XIV. COMPENSATION

The compensation of the officers of this Corporation as officers of employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers of employees of the Corporation. The compensation of the directors of this Corporation shall be established by the vote of the stockholders.

In WITNESS WHEREOF, the undersigned as Incorporator, has executed the foregoing Articles of Incorporation on 07-11-99 (today's date).

Incorporator

Luis G. Acosta
Luis G. Acosta



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: LUIS GERARDO ACOSTA, INC.

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

Luis Gerardo Acosta
(NAME)

6556 SW 35th St
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, FL 33155
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Luis G. Acosta
(SIGNATURE)

7-11-99
(DATE)