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Rivero & Associates

1313 Ponce de Leon Blvd., Suite 300 Coral Gables, Florida 33134

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-07/08/99-01042-018
*****78.75 *****78.75

Office Use Only

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

1. Rivero & Associates of Florida, Inc.
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

789,2544,2551,2550
m/99-16354

D. BROWN AUG - 2 1999

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 15, 1999

RIVERO & ASSOCIATES
1313 PONCE DE LEON BOULEVARD
SUITE 300
CORAL GABLES, FL 33134

SUBJECT: PC & ASSOCIATES OF FLORIDA, INC.
Ref. Number: W99000016354

We have received your document for PC & ASSOCIATES OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 399A00036554

ARTICLES OF INCORPORATION

OF

PC & ASSOCIATES OF SOUTH FLORIDA, INC.

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99 AUG -2 PM 5:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

PC & ASSOCIATES OF SOUTH FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:

**1313 PONCE DE LEON BLVD., STE.300
CORAL GABLES, FL 33134**

ARTICLE III CAPITAL STOCK

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

750 AT \$10.00 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**JAIRO M. PUERTA
1313 PONCE DE LEON BLVD., STE.300
CORAL GABLES, FL 33134**

ARTICLE V INCORPORATOR(S)

the name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

JAIRO M. PUERTA
1313 PONCE DE LEON BLVD., STE.300
CORAL GABLES, FL 33134

The undersigned has (have) executed these Articles of Incorporation this 6TH
day of JULY, 19 99.


Incorporator - JAIRO M. PUERTA

Incorporator

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared JAIRO M. PUERTA, to me known to be the persons described in and who executed the foregoing instrument or who have produced **DRIVER'S LICENSE** as identification and who did take an oath and acknowledged before me that they executed the same.

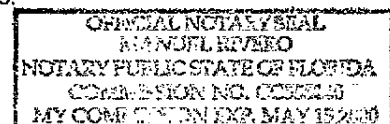
WITNESS my hand and official seal in the County and State last aforesaid the 6TH day of JULY, 19 99.


NOTARY PUBLIC, State of Florida at large

MANUEL L. RIVERO

(Print Name)

My Commission Expires:



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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 registered office/registered agent in the State of Florida.

1. The name of the corporation is:

PC & ASSOCIATES OF SOUTH FLORIDA, INC.

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

**JAIRO M. PUERTA
1313 PONCE DE LEON BLVD.
SUITE 300
CORAL GABLES, FL 33134**


Resident Agent - **JAIRO M. PUERTA**

Date: **JULY 6, 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.

JAIRO M. PUERTA
Resident Agent -