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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GUICHARD & ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION 99 AUG 12 AM 10:25
OF
GUICHARD & ASSOCIATES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together in order to form a Corporation for Profit under the provisions of Section 607 of the Florida Statutes, with all the powers, rights, privileges, and immunities, and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of this corporation shall be: GUICHARD & ASSOCIATES, INC.
(Hereinafter referred to as "the corporation"). Its mailing address is 11190 SW 107 Street, #313, Miami, Florida 33176.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation shall be permitted to conduct any business as permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCKS

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - REGISTERED OFFICE

The name of the initial registered agent of this corporation is Raphael Guichard, and his address is 11190 SW 107 Street, #313, Miami, Florida 33176.

Prepared by:
Alexander G. Cubas, Esquire
10621 N. Kendall Drive, Suite 204
Miami, Florida 33176
(305) 595-6337

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may increase or decrease periodically through the By-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation is:

NAME	ADDRESS
Raphael Guichard	11190 SW 107 Street, #313 Miami, Florida 33176.
Mahalia Gonzales	16607 NW 73 Court Miami Lakes, Florida 33014

- (a) Members of the Board of Directors shall be elected and shall hold office in accordance with the By-laws of this corporation;
- (b) The business affairs of this corporation shall be managed by the Board of Directors, and;
- (c) The Board of Directors shall be shareholders in the corporation.

ARTICLE VII - BYLAWS

The By-laws of this corporation may be adopted, altered, amended or repealed by either the shareholders or directors.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATORS

The names of the person signing these Articles of Incorporation is Raphael Guichard, and his address is: 11190 SW 107 Street, #313, Miami, Florida 33176.


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ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14th day of August, 1999.



RAPHAEL GUICHARD L.S.
Incorporator

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ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida, duly qualified and commissioned by the Governor and Secretary of State of Florida, personally appeared RAPHAEL GUICHARD, personally known to me, or who produced the following identification Personally Known, to be the person described herein as the subscriber and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he did executed and subscribed the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and attached my official seal of office this 4 day of August, 1999, in Miami-Dade County, in the State of Florida.


NOTARY PUBLIC, State of Florida

My Commission Expires:



Alexander G. Cubas
My Commission CC573359
Expires Jul. 29, 2000

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GUICHARD & ASSOCIATES, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED OFFICE AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLORIDA STATUTES §607, THE FOLLOWING IS SUBMITTED:

FIRST — That GUICHARD & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Miami-Dade County, in the State of Florida, has named Raphael Guichard, whose address is 11190 SW 107 Street, #313, Miami, Florida, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED this 11th day of August, 1999.

By: _____

Raphael Guichard
RAPHAËL GUICHARD
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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