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Charter Number Only

9/7/99

VALIDATION ONLY

JOSE FERRANS

Requestor's Name
6811 SW 129 AVE # 2
Address
MIAMI FL 33183

City State ZIP Phone

305 7382-2640B

CORPORATION(S) NAME

200002982242-4
-09/09/99-01039-008
*****78.75 *****78.75

LatinMates, Inc.

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstate	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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ARTICLES OF INCORPORATION
of
LatinMates, Inc.

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

LatinMates, Inc.

ARTICLE II

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

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, and which common stock issued accordingly shall have a par value of \$ 5.00 per share.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

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ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and registered offices of the corporation in the State of Florida shall be 7381 Fairway Drive #266 Miami Lakes, Fl. 33014. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is: Carl Bradley. Address: at the Same Address

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

NAME:	TITLE	ADDRESS
Carl Bradley	Pres., Treasurer and Secretary	P.O. Box 226485, Miami, Fl.
Maria E. Sanchez	Vice-Pres.	(Same Address.) 33122

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
Carl Bradley	P.O.Box 226485 Miami, Fl. 33122	100	\$500.00
Maria E. Sanchez (Same Address as above)	0		0.00

ARTICLE X-A

The NAME and ADDRESS of the INCORPORATOR is:

Carl Bradley SS#591-53-8101

7381 Fairway Drive #266
Miami Lakes, Fl. 33014

ARTICLE XI

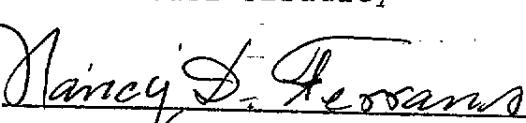
The stock of the corporation may be issued pursuant to the provisions under 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this

6th day of September, 1999.



Carl Bradley (SEAL)



(SEAL)



NANCY D FERRANS
My Commission #0046588
Expires Sep. 01, 2006

STATE OF FLORIDA:

COUNTY OF Dade

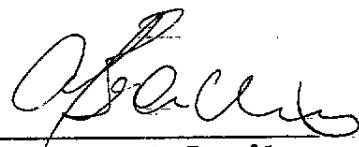
ACCEPTANCE as REGISTERED AGENT of the Corp.

LatinMates, Inc.

Here I duly accept to be the REGISTERED AGENT
of the Corporation above mentioned, and the
Registered Address will be:

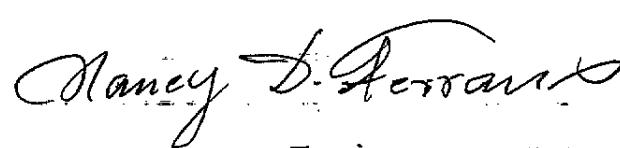
7381 Fairway Drive # 266
Miami Lakes, Fl. 33014

So I Sign & Seal this CONSENT as Sept. 6th./1999.
In WITNESS WHEREOF: I hereunto has set my Hand
and Seal


Carl Bradley (Seal)

SS.# 591-53-8101

State of Florida
County of Dade


NANCY D. FERRANS
My Commission CC565588
Expires Sep. 07, 2000

