

P 99.000 / 04712

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

July 27, 1999

RE: SANCHEZ, INC.
1826 Pantera Lane
Naples, FL 34120

100002990481--3
-09/20/99--01020--020
*****78.75 *****78.75

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

- Filing Fee & Certificate

FROM: PEREZ & SMITH, P.A.
809 WALKERBILT ROAD, SUITE 2
NAPLES, FL 34110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED DEC 2 1999

~~W 21169~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 23, 1999

PEREZ & SMITH PA
809 WALKERBILT ROAD STE 2
NAPLES, FL 34110

SUBJECT: SANCHEZ, INC.
Ref. Number: W99000021969

We have received your document for SANCHEZ, 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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 799A00046611

**ARTICLES OF INCORPORATION
OF
HENRY SANCHEZ, INC.**

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

ARTICLE 1 – NAME

The name of the Corporation is, HENRY SANCHEZ, INC. (hereinafter, "Corporation").

ARTICLE 2 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is:

1826 Pantera Lane
Naples, FL 34120

and the mailing address is the same.

ARTICLE 3 – PURPOSE OF CORPORATION

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

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Henry Sanchez
1826 Pantera Lane
Naples, FL 34120

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

| | |
|-----------------|---------------|
| President: | Henry Sanchez |
| Vice-President: | Henry Sanchez |
| Secretary: | Henry Sanchez |
| Treasurer: | Henry Sanchez |

ARTICLE 6 – DIRECTOR(S)

The Director(s) of the Corporation shall be: Henry Sanchez

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE Hundred (100)** shares of common stock, each share having a par value of **ONE DOLLER (\$1.00)**

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- 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, be 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 – SUB-CHAPTER S CORPORATION

- 8.1 The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.2 The Shareholders of this Corporation may elect and, if elected, shall continue such election to be a S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.3 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' share of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 8.4 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The share of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers of 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 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11- REGISTERED OWNER(S)

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 12 – REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered agent is:

Henry Sanchez
1826 Pantera Lane
Naples, FL 34120

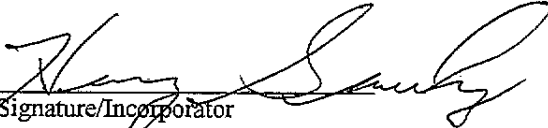
ARTICLE 13 – EFFECTIVE DATE

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

ARTICLE 14 – AMENDMENT

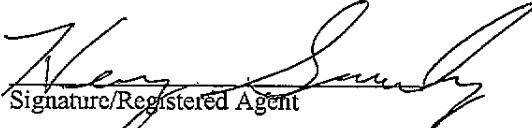
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders on these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and files the foregoing Articles of Incorporation under the laws of the State of Florida, this DATE.


Signature/Incorporator

7/14/99
Date

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 any duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

7/14/99
Date

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