

8

P97000092738

5:13 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000017966 7))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PRO-TEC CONSULTING, INC.

AUDIT NUMBER.....H97000017966

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM

Connect: 00:16:15

FILED  
FALL AMBASSADOR, FLORIDA

97 OCT 29 PM 08:57

H77000017966

(3)

**ARTICLES OF INCORPORATION  
OF  
PRO-TEC CONSULTING, INC.**

97 OCT 29 11 08 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be:

PRO-TEC CONSULTING, INC.

**ARTICLE II  
TERM OF EXISTENCE**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III  
NATURE OF BUSINESS AND POWERS**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

*Document Prepared By:*  
*Ivette Helphen Leon, Esq.*  
*Florida Bar No.: 981234*  
*2450 S.W. 137<sup>th</sup> Avenue, Suite 226*  
*Miami, Florida 33175*  
*(305) 221-2110*

H77000017966

H7000017966

**ARTICLE V**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial registered agent and street address of the initial registered office of the corporation shall be:

**A & P REGISTERED AGENT, INC.**  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 226  
Miami, Florida 33175

**ARTICLE VI**  
**MAILING ADDRESS OF THE CORPORATION**

The mailing address of the Corporation is the principal office of the Corporation as of the date of execution of these Articles, and is:

3521 N.W. 20<sup>th</sup> Street  
Miami, Florida 33142

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have one directors initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Felix R. Otero  
3521 N.W. 20<sup>th</sup> Street  
Miami, Florida 33142

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator of the corporation is:

H7000017966

H97000017966

Felix R. Otero  
3521 N.W. 20<sup>th</sup> Street  
Miami, Florida 33142

**ARTICLE IX**  
**CONFLICT OF INTEREST**

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

**ARTICLE X**  
**INDEMNIFICATION**

No indemnification shall be provided to any director, officer, employee or agent of the Corporation pursuant to Florida Statutes 607.014(9) if the Board of Directors of the Stockholders of the Corporation do not specifically provide for such indemnification.


**ARTICLE XI**  
**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 majority of the stock entitled to vote thereon, 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.

H97000017966

H97000017966

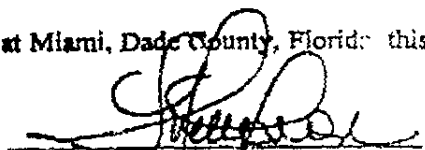
IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 28<sup>th</sup> day of October, 1997.

  
FELIX R. OTERO,  
Incorporator

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

BEFORE ME a Notary Public, personally appeared FELIX R. OTERO, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida: this 28<sup>th</sup> day of October, 1997.

  
Notary Public  
State of Florida at Large

My Commission Expires:

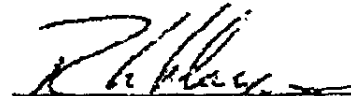


Judge Halbert Leon  
My Commission CC878284  
Expires Aug. 18, 2000

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of PRO-TEC CONSULTING, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 28<sup>th</sup> day of October, 1997.

  
Richard A. Alayon, Esq.  
A & P Registered Agent, Inc.

97 OCT 20 11 08 AM  
TELETYPE UNIT

H97000017966