

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000090033

Shapiro Ramos, a prefer Associate

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01 AUG 28 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- ☒ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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DIVISION OF CORPORATION

W01-19925

Signature _____

Requested by: **KC** **8/27**

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

J. BRYAN AUG 28 2001

J. BRYAN SEP 13 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 28, 2001

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32301

SUBJECT: SHAPIRO RAMOS, A PROFESSIONAL ASSOCIATION
Ref. Number: W01000019925

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for SHAPIRO RAMOS, A PROFESSIONAL ASSOCIATION 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 only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

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) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 901A00048849

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 SEP 13 AM 10:36
TO ALL
SUFFICIENT FOR FILING

**ARTICLES OF INCORPORATION
OF
SHAPIRO RAMOS, professional association**

The undersigned subscriber, a natural person competent to contract and duly licensed to practice as an attorney at law under the laws of the State of Florida, hereby presents these articles of formation of a corporation under the provisions of Chapter 621, Florida Statutes, commonly known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of this corporation is:

SHAPIRO RAMOS, professional association

ARTICLE II

This corporation is to have perpetual existence unless sooner dissolved according to law.

ARTICLE III

The general nature of the business to be transacted by this corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through members, officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other types of investment, and to own real and personal property necessary for the rendering of professional services.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

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(d) To engage in every phase and aspect of the business or rendering the same professional services to the public in any other jurisdiction in which any of the corporation's members, officers, employees or agents shall be or may become licensed to practice.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than a professional corporation, a professional limited liability company or an individual who is duly licensed or otherwise legally authorized to practice law in the State of Florida.

ARTICLE V

The initial street address for this corporation and the initial registered office of this corporation in the State of Florida shall be Suntrust International Center, 1 S.E. 3rd Avenue, Suite #1450, Miami, Florida 33131. The name of the initial registered agent of the corporation at that address is **JEFFREY P. SHAPIRO**.

ARTICLE VI

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

JEFFREY P. SHAPIRO

Suntrust International Center
1 S.E. 3rd Avenue, Suite #1450
Miami, Florida 33131

CYNTHIA M. RAMOS

Suntrust International Center
1 S.E. 3rd Avenue, Suite #1450
Miami, Florida 33131

ARTICLE VII

The name and address of the person signing these Articles of Incorporation are:

JEFFREY P. SHAPIRO

Suntrust International Center
1 S.E. 3rd Avenue, Suite #1450
Miami, Florida 33131

ARTICLE VIII

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

ARTICLE IX

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 a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE X

No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

No contract or other transactions between this Corporation and any other corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation, shall be affected by the fact that any director of this firm, or corporation, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself of any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII

The stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the stockholders of this Corporation;

provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his/her shares therein except to another individual who is eligible to be a stockholder of this Corporation. If any stockholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his/her continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase of this Corporation in accordance with the By-Laws adopted by the stockholders.

ARTICLE XIII

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove states, this Corporation shall have all and singular the following powers:

(a) This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

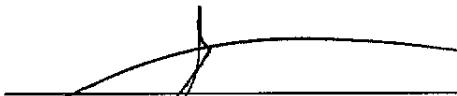
(b) This Corporation shall have the power to deny to the holders of the common stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this Corporation, and no stockholder shall have any preemptive right to subscribe to any such stock.

(c) This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned, and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his/her shares, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired. This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan;
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the profession;

- (3) a stock bonus plan;
- (4) a thrift and savings plan;
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of August, 2001.


 _____ (SEAL)
 JEFFREY P. SHAPIRO

STATE OF FLORIDA
 COUNTY OF MIAMI-DADE

SWORN TO AND SUBSCRIBED before me this 24th day of August, 2001, by JEFFREY P. SHAPIRO.





 NOTARY PUBLIC, STATE OF FLORIDA
 [Print, type, or stamp commissioned name of notary]

[☒ one only]
☐ Personally known
☐ Produced identification
 Type of identification produced _____

ACCEPTANCE

I CERTIFY that I am a permanent resident of Pembroke Pines, Broward County, Florida, that my place of business is at the place indicated above and I hereby accept the forgoing designation as Registered Agent.



 JEFFREY P. SHAPIRO

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