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NICOLAS FERNANDEZ

STATE OF FLORIDA  
TALLAHASSEE  
STATE OF FLORIDA 32399

TELEPHONE (904) 291-9400  
TELECOMPUTER (904) 291-9400

July 11, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**RE: Formation of NICOLAS FERNANDEZ, P.A.**

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, with photocopies of same attached thereto, for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 representing your filing fee and fee for certified copy.

Kindly file said articles and return the certified copy to the attention of the undersigned at 2655 Le Jeune Road, Penthouse 1 D, Miami, Florida 33134.

Thank you for your attention to this matter.

Sincerely yours,

Nicolas Fernández, Esq.  
Attorney at Law

NF/apf  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 14 AM 9:09

WJW  
July 24, 1995

ARTICLES OF INCORPORATION  
OF  
NICOLAS FERNANDEZ, P.A.

63-6 JUN 11 10:55  
CORPORATION  
STATE OF FLORIDA

The undersigned, acting as incorporator of NICOLAS FERNANDEZ, P.A., under the Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

NICOLAS FERNANDEZ, P.A.

and the principal place of business is:

Gables International Plaza  
2655 Le Jeune Road , PH 1 D  
Coral Gables, Florida 33134

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the practice of law and all related services, and in all businesses incidental thereto and may engage in any activity or business permitted under the laws of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7500 shares of common stock having a par value of \$1.00 per share. The consideration to be

paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares

**V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is Gables International Plaza, 2655 Le Jeune Road, PH 1 D, Coral Gables, Florida 33134 and the name of the corporation's initial registered agent at that address is Nicolás Fernández, Esq.,

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

**Nicolás Fernández, Esq.**  
Gables International Plaza  
2655 Le Jeune Road, PH 1 D  
Coral Gables, Florida 33134

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is:

**Nicolás Fernández, Esq.**  
Gables International Plaza  
2655 Le Jeune Road, PH 1 D  
Coral Gables, Florida 33134

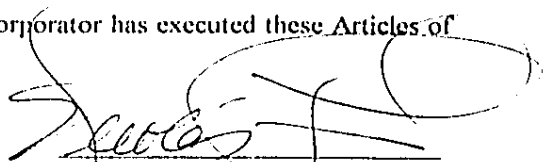
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

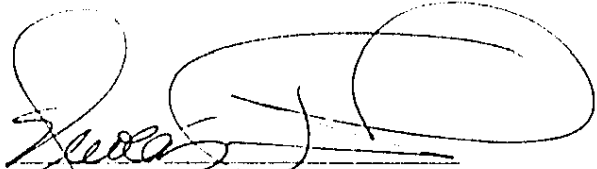
The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of July, 1995.

  
Nicolás Fernández, Esq.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **NICOLAS FERNANDEZ, P.A.** in the foregoing Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.



Nicolás Fernández, Esq.

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