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LAW OFFICES  
**BARWICK, DILLIAN & LAMBERT, P.A.**

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HOWARD E. BARWICK  
JAMES A. DILLIAN, P.A.  
LYNDALL M. LAMBERT  
THOMAS E. IDE  
STEVEN S. WALLACH  
TROY G. AVERA, JR.  
JOY L. BARWICK

June 5, 1996

**Via Federal Express**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

200001854312  
-06/06/96--01112--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Troy G. Avera, Jr., P.A.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation. We are also enclosing our check payable to the order of the Department of State in the amount of \$122.50 representing the fees for the following:

- |   |              |
|---|--------------|
| 1. Filing Fee for Articles of Incorporation | \$ 35.00     |
| 2. Designation of Registered Agent          | 35.00        |
| 3. Certified Copy                           | <u>52.50</u> |

Please return to the undersigned, a date stamped copy of the Articles. We are enclosing a Federal Express envelope and Airbill for your convenience.

If you have any questions, please contact me immediately.

Thank you for your assistance in this matter.

Very truly yours,

  
TROY G. AVERA, JR.

FILED  
96 JUN -6 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TGA/pbt  
Enclosures

6-10-96  
KLR

**ARTICLES OF INCORPORATION  
OF  
TROY G. AVERA, JR., P.A.**

FILED  
96 JUN -6 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of Law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - Name**

The name of this corporation shall be: TROY G. AVERA, JR, P.A.

**ARTICLE II - Business Purpose**

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service Corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The service of this Corporation which consist of the practice of Law shall be carried out only through officers, employees and agents who are active members of the Florida Bar in good standing and licensed in Florida to render the service of an Attorney.
4. To do everything necessary, proper or convenient for the accomplishment of any purpose herein set forth, and to do every other act incidental thereto which

is not forbidden by the laws of the State of Florida, by the Rules of the Supreme Court of the State of Florida, the Laws of Florida or by the provisions of these Article of Incorporation.

#### **ARTICLE III - Business Address**

The initial street address of the principal office of the corporation shall be located at Suite C, 9636 Northeast Second Avenue, Miami Shores, Florida 33138.

#### **ARTICLE IV - Authorized Shares**

The corporation is initially authorized to issue ONE THOUSAND (1,000) shares of common stock, having a par value of One (\$1.00) dollar per share. The maximum number of shares authorized to be issued and outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, having a par value of One (\$1.00) Dollar per share. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice Law in the State of Florida and is an active member of the Florida Bar in good standing.

#### **ARTICLE V - Existence**

The corporation is to commence its corporate existence on the date these Articles are filed as of record, with the Secretary of State. This corporation shall exist perpetually thereafter until dissolved according to law.

#### **ARTICLE VI - Capital**

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED (\$500.00) DOLLARS.

#### **ARTICLE VII - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

The corporation shall have ONE (1) Director initially. The number of directors may thereafter be increased to a maximum of SIX (6) by corporate resolution as may be determined by the member(s) of the Board of Directors of the corporation at the time of the resolution.

No person shall serve as a Director of the Corporation unless that person is duly licensed to practice Law in the State of Florida and is an active member of the Florida Bar in good standing.

**ARTICLE VIII - Rights of Initial Directors**

Each of the Initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the Initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the Initial Directors who is a Shareholder of the Corporation at the time of the amendment.

**ARTICLE IX - Share Transfer Restrictions**

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
TROY G. AVERA, JR.	1,000

No Shareholder may sell or otherwise transferred his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law and only after his shares are first offered to the other Shareholders of the Corporation. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve

other reasonable purposes.

#### **ARTICLE X - Preemptive Rights**

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### **ARTICLE XI - Incorporation and Initial Director**

The name and street address of the initial director who shall hold office until

successor(s) who shall be chosen at the first meeting of the stockholders, who have qualified shall be:

**TROY G. AVERA, JR.  
SUITE C 9636 N.E. 2nd Avenue  
Miami Shores, Florida 33138**

#### **ARTICLE XII - Indemnification**

The corporation shall indemnify any present or former officer(s) or director(s), or person(s) exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

#### **ARTICLE XIII - Amendment of Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide the bylaws shall not be altered, amended or repealed by the Board of Directors.

#### **ARTICLE XIV - Amendment of Articles**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

#### **ARTICLE XV - Subscribers**

The name and street address of the subscriber to these Articles of Incorporation, who are incorporators of this Corporation, each of whom is duly

licensed in the State of Florida to practice law, are as follows:

**TROY G. AVERA, JR.  
SUITE C 9636 N.E. 2nd Avenue  
Miami Shores, Florida 33138**

**ARTICLE XVI- Registered Agent**

The street address of the principal and initial registered office of the corporation and the name of the initial registered agent of the corporation at that address, upon whom service of process may be made, is as follows:

**TROY G. AVERA, JR.  
SUITE C 9636 N.E. 2nd Avenue  
Miami Shores, Florida 33138**

**ARTICLE XVI- Registered Agent**

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within the State of Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

IN WITNESSETH WHEREOF, the undersigned subscriber has executed these Article of Incorporation this 5<sup>th</sup> Day of June, 1996.

  
**TROY G. AVERA, JR.**



STATE OF FLORIDA )  
 ) ss.  
COUNTY OF DADE )

BEFORE ME, personally appeared, TROY G. AVERA, JR., to me well known and known to me to be the person described IN and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal, this Fth day of June, 1996.



My Commission expires:

*Patricia D. Teitel*

Notary Signature

PATRICIA D. TEITEL

Printed Notary Signature

#### ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: *[Signature]*  
Registered Agent

FILED  
96 JUN -6 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA