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FLORIDA DIVISION OF CORPORATIONS  
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NAME: SANTIAGO D. ECHEMENDIA, P.A. **S**

AUDIT NUMBER.....H98000007166

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

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**ARTICLES OF INCORPORATION**

**OF**

**SANTIAGO D. ECHEMENDIA, P.A.**

The undersigned, for the purpose of forming a professional corporation under the provisions and subject to the requirements of the Professional Service Corporation Act" (particularly, Florida Statutes, Chapter 621), hereby certifies that:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: **SANTIAGO D. ECHEMENDIA, P.A.**

**ARTICLE II  
MAILING ADDRESS AND PRINCIPAL OFFICE**

The Corporation's mailing and principal office address is:

One Biscayne Tower  
2 South Biscayne Boulevard  
Suite 3400  
Miami, Florida 33131

**ARTICLE III  
NATURE OF CORPORATE BUSINESS**

This Corporation, through its Officers and Employees, shall be authorized to engage in every aspect and phase of the practice of law within the State of Florida; to engage in any activities which will facilitate and promote the practice of law through its Officers and Employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 621.08 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of law. This Corporation shall not be authorized to engage in any business other than the practice of law.

**THIS INSTRUMENT WAS PREPARED BY:**

Santiago D. Echemendia, Esq.  
2 South Biscayne Boulevard, Suite 3400  
Miami, Florida 33131

Florida Bar No.: 0705098

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**ARTICLE IV.  
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of Ten Thousand (10,000) Shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be: Santiago D. Echemendia, Esq., One Biscayne Tower, 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

**ARTICLE VI  
BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VII  
INITIAL DIRECTOR**

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
SANTIAGO D. ECHEMENDIA	One Biscayne Tower 2 South Biscayne Boulevard, Suite 3400 Miami, Florida 33131

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

FAX AUDIT NO.: H98000007166

**ARTICLE VIII.  
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation are as follows:

SANTIAGO D. ECHEMENDIA  
One Biscayne Tower  
2 South Biscayne Boulevard, Suite 3400  
Miami, Florida 33131

**ARTICLE IX.  
INDEMNIFICATION**

The Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Delaware any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a member, director or officer of the Company, or is or was serving at the request of the Company as a director, officer, trustee, employee or agent of or in any other capacity with a corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as a member, officer, director, employee or agent of this company and such breach constitutes:

- (1) a violation of criminal law, unless the member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a member, director, officer, employee or agent of the Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

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**ARTICLE X.  
INCORPORATION OF PROVISIONS OF  
PROFESSIONAL SERVICE CORPORATION ACT**

This Corporation is intended to be a Professional Corporation within the meaning of the Professional Service Corporation Act, and accordingly, the Corporation, its Officers, Directors and Stockholders, shall be subject to all of the Sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation, its Officers, Directors and Stockholders, as stated in Chapter 621, Florida Statutes.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

  
\_\_\_\_\_  
SANTIAGO D. ECHEMENDIA, Incorporator

**ACCEPTANCE AS REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
SANTIAGO D. ECHEMENDIA

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