

TEC P00000020230

(305) 751-8934

February 16, 2000

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

800003141478--4  
-02/21/00--01103--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation  
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

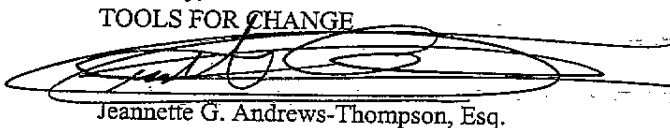
No	Company Name	CK /MO#	Amount
1.	DAWN GRACE-JONES, P.A.	5496	\$70.00
	TOTAL		\$70.00

Please file both the Articles and Certificate of Designation for the corporation and return a filed copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq.  
Tools For Change  
6015 NW 7<sup>th</sup> Ave.  
Miami, Florida 33127

Thank you for your attention to this matter.

Sincerely,  
TOOLS FOR CHANGE

  
Jeannette G. Andrews-Thompson, Esq.  
Legal Department

Encls.

FILED  
00 FEB 21 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch FEB 28 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**DAWN GRACE-JONES, P.A.**

FILED

00 FEB 21 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes and other applicable laws of the State of Florida:

**ARTICLES I: NAME**

The name of the professional service corporation is DAWN GRACE-JONES, P.A., hereinafter referred to as the "Professional Service Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address of the Professional Service Corporation is 20607 NW 15<sup>th</sup> Avenue, Miami, FL 33169.

**ARTICLE III: TERM OF EXISTENCE**

The Professional Service Corporation shall be perpetual existence on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE IV: PURPOSE**

The Professional Service Corporation is formed to engage in every phase and aspect of the practice of law. In addition, the Professional Service Corporation may invest the funds of the Professional Service Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

## **ARTICLE V: CAPITAL STOCK**

The Professional Corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of \$1.00 per share. The consideration for such shares may consist of any tangible or intangible property or benefit to the Corporation, including cash, services performed, or promises to perform services evidenced by written contract.

None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

## **ARTICLE VI: PREEMPTIVE RIGHTS**

The Professional Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Professional Corporation, shall have the right to purchase their pro-rata share thereof at the price at which it is offered to others.

## **ARTICLE VII: REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Professional Service Corporation is 20607 NW 15<sup>th</sup> Ave., Miami, FL 33169. DAWN E. GRACE-JONES, ESQ is the registered agent at that address.

## **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Professional Service Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Director of the Professional Service Corporation shall be comprised of:

DAWN E. GRACE-JONES, ESQ.  
20607 NW 15<sup>th</sup> Avenue  
Miami, FL 33169

### **ARTICLE IX: SUBSCRIBER**

The subscriber to these Articles of Incorporation is as follows:

DAWN E. GRACE-JONES, ESQ.  
20607 NW 15<sup>th</sup> Avenue  
Miami, FL 33169

### **ARTICLE X: RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the Professional Service Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Professional Service Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Professional Service Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Professional Service Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the Professional Service Corporation may sell or transfer stock in the Professional Service Corporation except to another individual who is eligible to be a shareholder of the Professional Service Corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes illegally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the Professional Service Corporation in accordance with the bylaws adopted by the shareholders.

### **ARTICLE XI: AMENDMENT**

The Professional Service Corporation reserves the right to amend or repeal any provisions

in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, DAWN E. GRACE-JONES, ESQ., the undersigned incorporator, have signed these Articles of Incorporation on this 9 day of February, 2000 and acknowledged the same to be my act.

  
DAWN E. GRACE-JONES, ESQ.

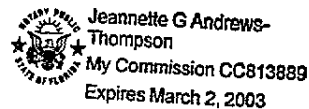
STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 9<sup>th</sup> day of February, 2000 by, DAWN E. GRACE-JONES, ESQ. who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson  
STATE OF FLORIDA AT LARGE



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That DAWN GRACE-JONES, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named DAWN E. GRACE-JONES, ESQ. at 20607 NW 15<sup>th</sup> Ave., in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Professional Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: 

DAWN E. GRACE-JONES, ESQ.

DATE: 2/9/02

FILED  
00 FEB 21 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA