

P000000020588

2/11/2014

From: (305) 779-5041  
Rafael J. Sanchez-Aballi, Esquire  
Rafael J. Sanchez-Aballi, P.A.  
2506 Ponce De Leon Boulevard  
Second Floor  
Coral Gables, FL 33134

(City/State/Zip/Phone #)

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PAUL L. ORSHAN, P.A.**

Pursuant to the provisions of the Florida Professional Service Corporation and the Limited Liability Company Act, Paul L. Orshan, P.A., a Florida professional service corporation (the "Corporation"), hereby certifies as follows and adopts the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is Paul L. Orshan, P.A. and the Corporation was formed on February 28, 2000 by the filing of Articles of Incorporation with the Department of State under Document Number P00000020588.

2. These Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Incorporation from the date of the Corporation's original incorporation through the date hereof.

3. These Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's directors pursuant to Florida Professional Service Corporation and the Limited Liability Company Act on the 6th day of February, 2014 and contain amendments that do not require shareholder approval.

**ARTICLE I - NAME**

The name and the principal place of business and mailing address of this Corporation shall be:

Orshan P.A., 150 Alhambra Circle, Suite # 1150  
Coral Gables, Florida 33134

**ARTICLE II - NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to engage in the practice of law as a professional service corporation.

**ARTICLE III - AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV - TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

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CORPORATION

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The name and street address of the registered office of this Corporation in the State of Florida and the name of the registered agent of this Corporation at such offices are:

Paul L. Orshan, Esquire  
150 Alhambra Circle, Suite # 1150  
Coral Gables, Florida 33134

#### **ARTICLE VI - BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation.

#### **ARTICLE VII - NAME AND STREET ADDRESS OF DIRECTORS AND OFFICERS**

The name and street address of the members of the Board of Directors of the Corporation who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

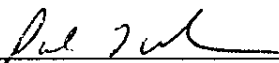
<b><u>Name</u></b>	<b><u>Street Address</u></b>
Paul L. Orshan, Esquire	150 Alhambra Circle, Suite 1150, Coral Gables, Florida 33134

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a shareholder, director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a shareholder, director, manager, officer or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, to the fullest extent permitted by law.

Executed this 6<sup>th</sup> day of February, 2014.

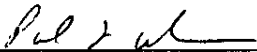
**ORSHAN, P.A.,**  
a Florida corporation

By:   
Paul L. Orshan, Esq., President

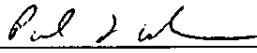
**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ORSHAN, P.A. having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 150 Alhambra Circle, Suite # 1150, Coral Gables, Florida 33134, has named Paul L. Orshan, Esq., located thereat as its registered agent to accept service of process within this state.

**ORSHAN, P.A.,**  
a Florida corporation

By:   
Paul L. Orshan, Esquire, President

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
Paul L. Orshan, Esquire