

PO00000258/6

ROGER RODRIGUEZ, ESQ.
420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139

ROGER RODRIGUEZ, ESQ.

TEL: (305) 532-1260

MAILING ADDRESS

P.O. BOX 398776
MIAMI BEACH, FL 33239-8776

FAX: (305) 535-8977

March 6, 2000

DEPARTMENT OF STATE
Division of Corporations
405 East Gaines Street
Tallahassee, FL 32399

500003160805--7
-03/07/00--01081--013
*****78.75 *****78.75

Re: New Filing-Articles of Incorporation-ROGER RODRIGUEZ, P.A.

Dear Sir or Madam:

Please find enclosed an Original Plus One Copy of the Articles of Incorporation for the above identified corporation, to wit; ROGER RODRIGUEZ, P.A. A check payable to your order in the amount of \$78.75, representing the costs of filing the original Articles of Incorporation as well as to certify the copy thereof.

Thank you for your anticipated cooperation.

Sincerely yours,

ROGER RODRIGUEZ, ESQ.

FILED
00 MAR -7 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3-14-00
7

ARTICLES OF INCORPORATION
OF
ROGER RODRIGUEZ, P.A.

FILED
00 MAR -7 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, and Chapter 621, Florida Professional Service Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is ROGER RODRIGUEZ, P.A.

ARTICLE II. PURPOSES

The general nature and purposes of the business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law and all its fields of specialization.
- b. To engage and render services involved only through its officers, agents and employees who shall be practitioners of law in good standing and duly licensed or otherwise licensed or legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and other type of investments permitted by law.
- d. To engage in no other business other than the rendition of professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything Inca-

dental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK AUTHORIZED

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common stock at one dollar (\$1.00) per share value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to practitioners of law in good standing and duly licensed within the State of Florida to render the same professional services as this corporation.

ARTICLE IV. DURATION

The corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 420 Lincoln Road, Suite 239, Miami Beach, Florida, 33139.

The initial registered agent is ROGER RODRIGUEZ, ESQ.

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles is:

ROGER RODRIGUEZ, ESQ.
420 Lincoln Road, Suite 239
Miami Beach, Florida 33139

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of members of the initial board of directors shall be one. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the initial director of the corporation is:

ROGER RODRIGUEZ, ESQ.
Same as Above

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of the corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation

on account of professional services. The corporation shall forthwith upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X. INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or former officer or director, to the extent permitted by law.

ARTICLE XII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ARTICLE XIII. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive

right of any shareholder is determined by the authorized and issued shares of common stock held by the shareholder and all shares of common stock currently authorized and issued.


Incorporator and Registered Agent
ROGER RODRIGUEZ, P.A.

STATE OF FLORIDA)

§§

COUNTY OF DADE)

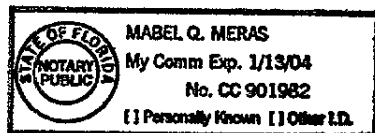
I HEREBY CERTIFY that before me, the undersigned authority personally appeared ROGER RODRIGUEZ, on behalf of ROGER RODRIGUEZ, P.A. to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 6 day of March . 2000.



NOTARY PUBLIC, State of Florida
at Large

MY COMMISSION EXPIRES:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Roger Bonnicor R.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation has named Roger Rodriguez, located at 420 Lincoln Road #239, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE: _____

Registered Agent

FILED
00 MAR -7 AM 8:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA