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2000 MAY 25 PM 3:57  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**BONNIE BLAIRE, P.A.**

Certificate of Status	0
Certified Copy	1
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## ARTICLES OF INCORPORATION FOR

## BONNIE BLAIRE, P.A.

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 Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

## I

Name, Principal Office and Mailing Address

The name of this corporation shall be: Bonnie Blaire, P.A.  
The principal office shall be: 2801 Ponce de Leon Blvd. Suite #550  
Coral Gables, Florida 33134  
The mailing address shall be: 2801 Ponce de Leon Blvd. Suite #550  
Coral Gables, Florida 33134

## II

Purposes

The general nature and purposes of 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, in all its fields of specializations, as are engaged in by attorneys.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise 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 any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

## III

Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

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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 attorneys in goods standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**IV.**  
**Existence and Duration**

The corporation shall have perpetual existence.

**V.**  
**Registered Agent**

The address of this corporation's initial registered office is: 2801 Ponce de Leon Blvd. Suite 550  
Coral Gables, Florida, 33134 and the name of the initial registered agent at said address is:  
Susan J. Cole, Esquire

**VI.**  
**Incorporator**

The name and address of the Incorporator is as follows:  
Bonnie Blaire  
2801 Ponce de Leon Blvd. Suite 550  
Coral Gables, Florida 33134

**VII**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of no less than one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one. The name and address of the initial Director of this corporation is:

Bonnie Blaire  
2801 Ponce de Leon Blvd. Suite 550  
Coral Gables, Florida 33134

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**VIII****Informal Shareholder Action**

Any action of the Shareholder(s) 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.

**IX****Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitation on her/his continued rendering of such professional services, s/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, pay her/him all amounts owing and lawfully due to her/him by the corporation, except that such shares shall not be entitled to dividends.

**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 Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI.****Indemnification**

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

**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 Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 24 day of May 2000.



Incorporator: Bonnie Blaire

Having been named as registered agent for the above-stated corporation, 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, and I accept the duties and obligations of Section 607.0505 Florida Statutes.



Registered Agent: Susan J. Cole

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

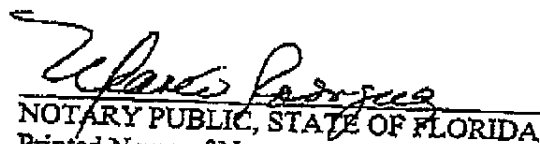
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STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME the undersigned authority, personally appeared BONNIE BLAIRE who is to me well known to be the person described herein and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in the said County and State aforesaid, this 24 day of May, 2000.



NOTARY PUBLIC, STATE OF FLORIDA

Printed Name of Notary:

My Commission Expires:

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Maria Rodriguez  
My Commission CC581670  
Expires Sep. 02, 2000