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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RAFAEL E. SOSA, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 30, 2000

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ARTICLES OF INCORPORATION

OF

RAFAEL E. SOSA, P.A.

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00 OCT 30 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, subscriber to these Articles of Incorporation, natural person competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 62, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: Rafael E. Sosa, P.A.

ARTICLE II - DURATION

This corporation is to exist perpetually and it shall commence its existence as of the date of subscription and acknowledgment, provided such date is within 5 days from the date of filing, otherwise, on the date of filing.

ARTICLE III - PURPOSE

The general purpose of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a Certified Public Accountant duly licenced under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licenced under the laws of the State of Florida to practice therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishments of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

To do any and all activities permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Common Stock at \$1.00 Par Value.

Shares may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by the Board of Directors.

Prepared by:  
Guilaine Lamar Sosa, Esq.  
9971 S.W. 8 Street, Suite 305  
Miami, Florida 33134  
FL Bar No.: 143219  
(305) 442-4740

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The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment for the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PLACE OF BUSINESS**

In accordance with §48.091 Florida Statutes, the street address of the initial registered office of this corporation is 3971 S.W. 8th Street, Suite 305, Miami Florida 33134 and the name of the initial registered agent at that address is Guilaine Lamar Sosa, Esq. The principal place of business of this Corporation shall be 3971 S.W. 8th Street, Suite 305, Miami, Florida 33134.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one.

**ARTICLE VIII - INITIAL DIRECTORS**

The name and street address of each of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rafael E. Sosa	3971 S.W. 8th Street Suite 305 Miami, Florida 33134

**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such a person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not include any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which any directors may be a member, may be a part to, or may be

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pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLE X - REMOVAL OF DIRECTORS**

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

**ARTICLE XI - INCORPORATORS**

The name and street address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Rafael E. Sosa	3971 S.W. 6th Street Suite 305 Miami, Florida 33134

**ARTICLE XII - BY LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XIII - POWERS**

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan,
2. a profit sharing plan, if such plan is not otherwise prohibited by the Code of Ethics of the Profession,
3. a stock bonus plan,
4. a thrift and savings plan,
5. a restricted stock option plan, or
6. other retirement or incentive compensation plans.

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the director of the Board of Directors.

**ARTICLE XIV - VOTING TRUSTS**

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all his shares.

**ARTICLE XV - CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which ( except for these provisions as to cumulative voting ) he would

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be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE XVI - CONTRACTS**

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

**ARTICLE XVII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights to shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this, 24 day of October, 2000.

  
Rafael E. Sosa

**ACCEPTANCE BY REGISTERED AGENT:**

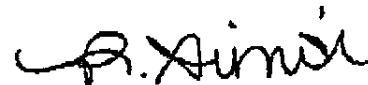
Having been named registered agent pursuant to §46.091 Florida Statutes, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute.

  
REGISTERED AGENT

STATE OF FLORIDA )  
COUNTY OF DADE )

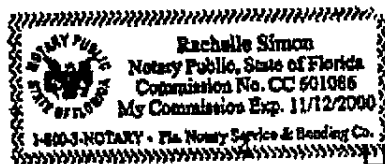
I HEREBY CERTIFY that the foregoing instrument was acknowledged before me on this day by Rafael E. Sosa and Gullaine Lamar Sosa who are personally known to me.

WITNESS my hand and official seal in the County and State aforesaid on this 24 day of October, 2000.

  
NOTARY PUBLIC

My Commission Expires:

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**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 §48.091, Florida Statutes, the following is submitted, for the purpose of designating the place of business or domicile for the service of process.

That Rafael E. Sosa, P.A., being organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, State of Florida, has named **Gullaine Lamar Sosa**, as agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.

*Gullaine Lamar Sosa*  
Gullaine Lamar Sosa, REGISTERED AGENT

**FILED**  
00 OCT 30 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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