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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 3, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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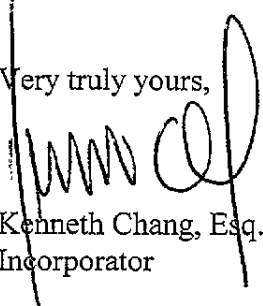
Dear Sir or Madam:

Enclosed, please find the Articles of Incorporation for Law Offices of Chang & St. Luce, P.A.. Please find a personal check in the amount of seventy-eight dollars and seventy-five cents (\$78.75) to cover the filing fee, registered agent fee and certified copy fee. Please send the certified copy of the articles of incorporation to the following address:

Kenneth Chang
6330 SW 148 Avenue
Ft. Lauderdale, Florida 33330

If you have any questions, please call me at 954-806-8570. Thank you for your attention to this matter.

Very truly yours,


Kenneth Chang, Esq.
Incorporator

KC /

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LAW OFFICES OF CHANG & ST. LUCE, P.A.

The undersigned natural person, acting as Incorporator for the purpose of forming a Florida based for profit corporation under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be LAW OFFICES OF CHANG & ST. LUCE, P.A.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in every aspect of the practice of law in the State of Florida as a law corporation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized to practice law in the State of Florida.

ARTICLE III - EXISTENCE

This corporation shall exist perpetually unless sooner

dissolved according to law.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 561 NE 79th Street , Suite #207, Miami, Florida 33138.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. The shares of the Corporation's stock shall only be issued to attorneys duly licensed and in good standing or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of

directors to issue them.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 561 NE 79th Street, Suite #207, Miami, Florida 33138, and the name of the initial registered agent of this corporation at that address is Ms. Suzanne St. Luce.

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Kenneth Chang	561 NE 79 th Street, Suite #207 Miami, Florida 33138

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one (1). The name and street address of the initial directors of this corporation is:

<u>Name</u>	<u>Street Address</u>
Kenneth Chang	561 NE 79 th Street, Suite #207 Miami, Florida 33138

Suzanne St. Luce

561 NE 79th Street, Suite #207
Miami, Florida 33138

ARTICLE X INITIAL OFFICERS

The name(s) and address(es) of the initial Officer(s) of this corporation are:

<u>Name</u>	<u>Street Address</u> <u>Office(s)</u>
Kenneth Chang	561 NE 79 th Street, Suite #207 Miami, Florida 33138 President/Treasurer
Suzanne St. Luce	561 NE 79 th Street, Suite #207 Miami, Florida 33138 Vice President/Secretary

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XII - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this corporation.

ARTICLE XIV - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board

of Directors.

ARTICLE XV - QUALIFICATION OF SHAREHOLDERS

The shares of this corporation may be issued, owned and registered in the name of any individual who is duly authorized to practice law in the State of Florida. In the event that a shareholder:

- (a) becomes disqualified to practice law in this State, or
- (b) is elected to public office or accepts employment that, pursuant to law, places restrictions or limitations upon his/her continued rendering of the professional services of an attorney, or
- (c) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of this corporation to any person ineligible by law or by virtue of these Articles of Incorporation, the corporation's bylaws or shareholders agreements to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles of Incorporation, the bylaws of this corporation or shareholder agreements, or
- (d) suffers an execution to be levied upon his shares or such shares are subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such shares in some person other than the shareholder;

then the shares of such shareholder shall immediately stand forfeited and such shares shall be immediately canceled by this corporation and the shareholder or other person in possession of such shares shall be entitled only to receive payment for the value of such shares which, in the absence of bylaw provision or written agreement among its shareholders, shall be the book value thereof as of the last day preceding the month in which any of the events enumerated above occurs. The shareholder whose shares become so forfeited and are so canceled by the corporation shall forthwith cease to be a shareholder and, except to receive payment for his shares in accordance with the foregoing and payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

ARTICLE XVI - STOCK TRANSFERS

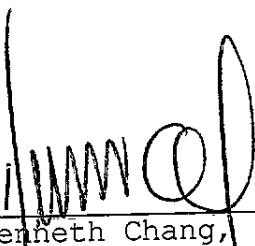
No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly licensed to practice law in the State of Florida.

ARTICLE XVII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding,

whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer or Incorporator of this corporation against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 3rd day of November, 2000.



Kenneth Chang, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

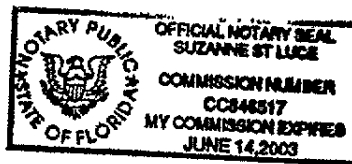
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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kenneth Chang, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 3rd day of November, 2000.

Suzanne St. Luce
Notary Public
State of Florida At Large

My Commission Expires:

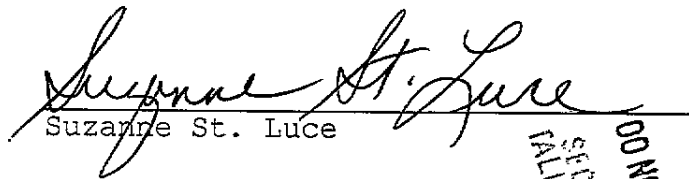


ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act: LAW OFFICES OF CHANG & ST. LUCE, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, had named Suzanne St. Luce, who is located at 561 NE 79th Street, Suite #207, Miami, Florida 33138, 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.


Suzanne St. Luce

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