

TRANSMITTAL LETTER

PO1000010452

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 JAN 26 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

SUBJECT: ELIAS LEONARD DSOUZA, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Elias Leonard Dsouza
Name (Printed or typed)

14061 Langley place, suite 101
Address

Davie, FL 33325
City, State & Zip

(954) 474-5409
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ELIAS LEONARD DSOUZA, P.A.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby subscribes to, acknowledge, and files the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE 1. NAME

The name of the Corporation is **ELIAS LEONARD DSOUZA, P.A.**, (hereinafter, "Corporation or Professional Association).

ARTICLE 2 PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida for corporations, including the practice of law.

ARTICLE 3. PRINCIPAL OFFICE

The address of the principal office of this Corporation is 14061 Langley Place, Suite 101, Davie, Florida 33325 and the mailing address is the same.

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elias L. Dsouza, Esq.
14061 Langley Place, Suite 101
Davie, Florida 33325

ARTICLE 5. DIRECTORS

The Corporation shall have at least one director, with the exact number to be specified by the stockholders from time-to-time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Stockholders.

ARTICLE 6- OFFICERS

The name and address of the first director of the Corporation who shall hold office for the first year or until his successor(s) is duly elected and qualified, shall be:

Elias L. Dsouza, 14061 Langley Place, Suite 101, Davie, Florida 33325

ARTICLE 7. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8- CAPITAL STOCK

This Capital stock of this Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE 9. VOTING RIGHTS

Directors, Officers, and Stockholders of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 10. LIABILITIES FOR DEBTS

Neither the stockholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 11- REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is **Elias Leonard Dsouza, P.A., located at 14061 Langley Place, Suite 101, Davie, Florida 33325**. The name and address of the registered agent of this Corporation is **Elias L. Dsouza, 14061 Langley Place, Suite 101, Davie, Florida 33325**.

ARTICLE 12. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13- INDEMNIFICATION


The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director,

officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 14- 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 Stockholders, 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.

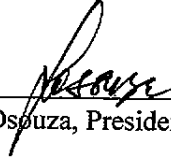
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of January, 2001.



Elias L. Dsouza, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Elias Leonard Dsouza, 14061 Langley Place, Suite 101, Davie, Florida 33325, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Elias L. Dsouza, President

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