TAL LETTER 1001* 01 FEB | 4 AM 10: 4 | Department of State **Division of Corporations** P. O. Box 6327 Tallahassee, FL 32314 SUBJECT: (Proposed corporate name - must include suffix) 50000367885 -02/14/01--01057 -003 ****122.50 *****78.75 Enclosed is an original and one(1) copy of the articles of incorporation and a check for : \$70.00 \$78.75 \$122.50 \$131.25 Filing Fee Filing Fee Filing Fee Filing Fee, & Certificate & Certified Copy Certified Copy & Certificate ADDITIONAL COPY REQUIRED FROM: CARLOS Name (Printed or typed) DAMS KOF Address Delray State & Zin Sc Davtime Telephone number GAVE RIZATION BY PHONE TO V Con :ORRECT DOC. EXAM ξć

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

DATE

D. BROWN FEB 1 5 2001

ARTICLES OF INCORPORATION

OF

Cespedes & Cespedes, P.A.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

<u>ARTICLE I</u>

The name of the corporation is: Cespedes & Cespedes, P.A. It is designated as a Professional Association

ARTICLE II

The mailing address of the corporation is: 5105 Adams Road Delray Beach, Florida 33484

ARTICLE III

The duration of this corporation is to be perpetual.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the State of Florida. The specific purpose for this Professional Service Corporation is the practice of law.

ARTICLE V

The corporation shall have authority to issue 100 shares, all of one class, without par value.

ARTICLE VI

The address of the initial registered office is 5105 Adams Road Delray Beach, Florida 33484. The name of the corporation's registered agent at such address is <u>Carlos A. Cespedes, Esq.</u>, who upon accepting this designation agrees to comply with the provisions of Section 48.091, <u>Florida Statutes</u>, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

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ARTICLE VII

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

ARTICLE VIII

The number of directors constituting the initial Board of Directors is one, whose name and address is: Carlos A. Cespedes 5105 Adams Road Delray Beach, Florida 33484.

ARTICLE IX

The name and address of the Incorporator is Carlos A. Cespedes, Esq. 5105 Adams Road Delray Beach, Florida 33484.

<u>ARTICLE X</u>

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Carlos A. Cespedes, Esq., being the Incorporator of this corporation, make and file these Articles of Incorporation this <u>15th</u> day of February, 2001.

Theorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

Cespedes & Cespedes, P.A. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED Carlos A. Cespedes, Esq., AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. Cespedes & Cespedes, P.A.'s BUSINESS OFFICE IS IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:

5105 Adams Road Delray Beach, Florida 33484

Carlos A. Cespedes, Esquire.

INCORPORATOR / **REGISTERED AGENT**

WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.

> Carlos A. Cespedes, Esquire, AS REGISTERED AGENT FOR Cespedes & Cespedes, P.A.

STATE OF FLORIDA)) SS: COUNTY OF MIAMI-DADE)

SWORN TO AND SUBSCRIBED before me this 12 day of February, 2001.

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NOTARY PUBLIC, STATE OF FLORIDA

ERNESTO F. CESPEDES MY COMMISSION # CC 906481 EXPIRES: January 30, 2004 Bonded Thru Notery Public Underwriters

[NOTARY SEAL]