

PD1000052664

2499 Glades Rd. Ste. 305A  
Boca Raton, FL 33431

May 19<sup>th</sup>, 2001


Florida Secretary of State  
P.O. Box 6327  
Tallahassee FL 32399

Gentlemen:

Enclosed please find the original and one copy of the  
articles of incorporation of Mansur & Aguiar, P.A. along  
with a check payable to the Secretary of State for \$70.00.

Please process the above articles and send me the file-  
stamped copy.

Sincerely,

  
John P. Miller  
561-368-9777

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
2001 MAY 21 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/29/01

**MANSUR & AGUIAR, P.A.**

2001 MAY 21 AM 9:37

**A PROFESSIONAL SERVICE CORPORATION**

SECTION 607, FLORIDA  
TALLAHASSEE FLORIDA

The undersigned natural person, competent and licensed to practice as a real estate sales person 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 General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the Following Articles of Incorporation:

**ARTICLE I -- CORPORATE NAME**

The name of the corporation shall be:

**MANSUR & AGUIAR, P.A.**

The principal place of business and mailing address of this corporation shall be:

Mansur & Aguiar, P.A.  
910 S. W. 21<sup>st</sup> St.  
Boca Raton, FL 33486

**ARTICLE II -- PRINCIPAL OFFICE**

This corporation shall exist perpetually unless dissolved by Florida Law.

**ARTICLE III -- PURPOSE**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation is as follows:

a. to engage in every aspect of the practice of real estate sales and all its fields of specialization, as are engaged in by real estate sales persons;

b. to engage in and render the professional services involved only through its officers, agents, and employees who shall be real estate sales persons 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 investment 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.

#### ARTICLE IV -- CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one-hundred (100) shares of common stock at \$1.00 per share par value.
- 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 real estate sales persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial Registered Agent of this Corporation is:

Jose Aguiar  
910 S.W. 21<sup>st</sup> Street  
Boca Raton, FL 33486

#### ARTICLE VI -- INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

Jose Aguiar  
910 S. W. 21<sup>st</sup> Street  
Boca Raton, FL 33486

#### ARTICLE VII -- BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. 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 names, addresses, and titles of the initial directors of this corporation are as follows:

Jose Aguiar, Director  
910 S. W. 21<sup>st</sup> Street  
Boca Raton, FL 33486

Vilma Mansur, Director  
910 S. W. 21<sup>st</sup> Street  
Boca Raton, FL 33486

#### ARTICLE VIII - OFFICERS

The names, addresses, and titles of the initial officers of the Corporation are as follows:

Jose Aguiar, President  
910 S. W. 21<sup>st</sup> Street  
Boca Raton, FL 33486

Vilma Mansur, Vice-President  
910 S. W. 21<sup>st</sup> Street  
Boca Raton, FL 33486

#### ARTICLE IX -- INFORMAL SHAREHOLDER ACTION

Any action of the shareholders 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.

#### ARTICLE X -- 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 this the corporation is organized, or accepts employment that places restriction of limitation on his continued rendering of such professional services, 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 account of professional services, The corporation shall forthwith, upon such disqualification any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE XI -- 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 writing evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

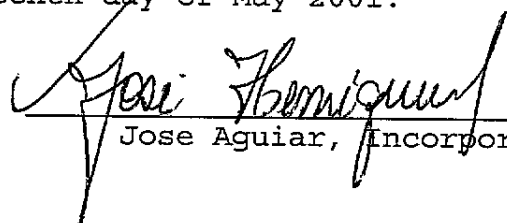
#### ARTICLE XII -- INDEMNIFICATION

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

#### ARTICLE XIII - BY-LAW 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.

The undersigned incorporator has executed these articles of incorporation this sixteenth day of May 2001.

  
\_\_\_\_\_  
Jose Aguiar, Incorporator

CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is Mansur & Aguiar, P.A.
2. The name and address of the registered agent and office is:

Jose Aguiar  
910 S.W. 21st Street  
Boca Raton, FL 33486

SIGNATURE

TITLE: President & Director

DATE: May 16<sup>th</sup>, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AS 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 PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE A PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION F MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE: May 16<sup>th</sup>, 2001

2001 MAY 21 AM 9:37  
STATE OF FLORIDA  
TALLAHASSEE