

EFFECTIVE DATE

6-29-01

TRANSMITTAL LETTER

P01000067340

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

FILED  
01 JUL -3 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000004458380--5

-07/03/01--01077--007

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: MICHAEL VIZZI & ASSOCIATES, 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: MICHAEL VIZZI  
Name (Printed or typed)

213 NW 92<sup>ND</sup> TERRACE  
Address

CORAL SPRINGS, FL 33071  
City, State & Zip

(954)-752-8815 or (954)-629-5947  
Daytime Telephone number

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

D. BROWN JUL 1.0 2001

**EFFECTIVE DATE**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**MICHAEL VIZZI & ASSOCIATES, P.A.**

I, the undersigned, hereby for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of the Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do state:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be Michael Vizzi & Associates, P.A.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business and the proposed objects and purpose to be transacted, promoted and carried on are to do any of things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

A. To engage in every phase and aspect of the practice of Certified Public Accountancy and to render professional accounting services to any persons, firms, corporations, and other entities, and to the general public, the State of Florida.

B. To invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real or personal property necessary for the rendering of the aforesaid professional services.

C. In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the

achievement of the objectives of the corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional Service Corporation Act of the State of Florida, including and subsequent to amendments thereto.

D. The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of the corporation.

### **ARTICLE III**

#### **CAPITAL STOCK**

The authorized capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of One Thousand (1000) shares of common stock having a par value of One (\$1.00) Dollar per share, and may be issued by this corporation, as, when and for such considerations as may be fixed from time to time by the Board of Directors.

### **ARTICLE IV**

#### **TERM OF EXISTENCE**

The corporation shall have perpetual existence effective June 29, 2001

### **ARTICLE V**

#### **PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of this corporation in the State of Florida shall be 213 NW 92<sup>nd</sup> Terrace, Coral Springs, Florida 33071. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

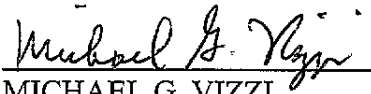
**ARTICLE VI**  
**INITIAL REGISTERED**  
**OFFICE AND AGENT**

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The street address of the initial registered office of the corporation is 213 NW 92<sup>nd</sup> Terrace, Coral Springs, Florida 33071 and the name of the initial registered agent of the corporation at that address is MICHAEL G. VIZZI.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: June 29, 2001

  
MICHAEL G. VIZZI

**ARTICLE VII**  
**BOARD OF DIRECTORS**

A. The members of the Board of Directors shall all be of full age and citizens of the United States but need not be stockholders of the corporation.

B. The corporation shall not have less than one (1) director. The number of directors may be increased or thereafter diminished from time to time by the By-Laws adopted by the stockholders.

C. The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, but shall never be less than one (1).

D. The members of the Board of Directors of this corporation shall be chosen at the annual meeting of the stockholders, to be held at such time and place as determined in the By-Laws, by a plurality of the votes cast at such election.

## **ARTICLE VIII**

### **BY-LAWS**

This corporation's Board of Directors is specifically authorized from time to time to adopt the By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of such shares of stock, providing, however, such provisions dealing with the purchase or redemption by the corporation of such shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

## **ARTICLE IX**

### **INITIAL DIRECTORS**

The name and street address of the member(s) of the first Board of Directors is as follows:

MICHAEL G. VIZZI  
213 NW 92<sup>nd</sup> Terrace  
Coral Springs, FL 33071

## **ARTICLE X**

### **SUBSCRIBERS**

The names and address of each subscriber to these Articles of Incorporation, the number of shares which each agrees to take, and the aggregate value of said consideration are as follows:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
MICHAEL G. VIZZI 213 NW 92 <sup>ND</sup> Terrace Coral Springs, FL 33071	100	\$100.00

**ARTICLE XI**  
**INTERSTED OFFICERS AND**  
**DIRECTORS' INDEMNIFICATION**

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation, with any person or persons, firms or corporations, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability except for fraud, that might otherwise exist from this contracting with this corporation, in which he may be in any way interested. Any Director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled corporation without regard to the fact he is also a director of such subsidiary or controlled corporation. Any person made a party to any action, suit or proceeding relating to the performance by him of his duties as a director, officer, or employee of this corporation, shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is

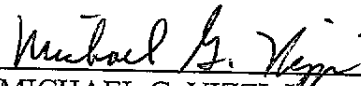
liable for willful misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other right to which such director, officer or employee may be entitled by law.

## ARTICLE XII

### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

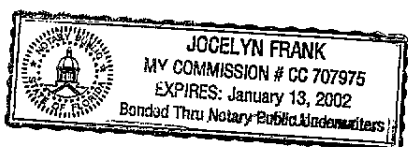
IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation this 29<sup>th</sup> day of June, 2001.

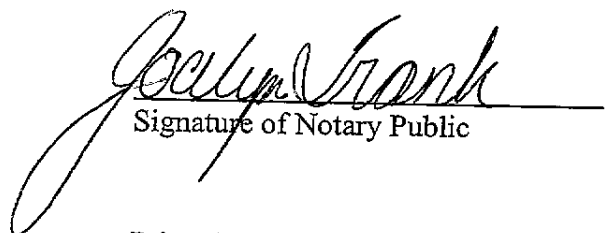
  
MICHAEL G. VIZZI, Incorporator

STATE OF FLORIDA                     )  
  ) ss.:  
COUNTY OF BROWARD             )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, MICHAEL G. VIZZI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the state and county aforesaid, on June 29, 2001.



  
Signature of Notary Public

Printed Name of Notary Public

Jocelyn Frank

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EXP 3/15/04