

# LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)  
 3320 S.W. 87 AVENUE  
 (Address)  
 MIAMI, FLORIDA (305)552-5973  
 (City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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 -08/07/01--01038--022  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. JOHANNA S. ARAUJO, P.A.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED  
 01 AUG -7 AM 10:17  
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 01 AUG -7 PM 2:05  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

JOHANNA S. ARAUJO, P.A.

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01 AUG -7 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE ONE

NAME

The name of this corporation is:

JOHANNA S. ARAUJO, P.A.

The principal place of business of this corporation shall be  
150 S.E. 25TH ROAD, SUITE 3A, MIAMI, FLORIDA 33129.

ARTICLE TWO

NATURE OF BUSINESS

The nature of this corporation is to engage in the  
licensed real estate sales and services business and of  
any other activity or business that would be legally  
permitted under the laws of the United States of America  
and the laws of the State of Florida.

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless  
sooner dissolved in accordance with the laws of the State  
of Florida. The date on which corporate existence shall  
begin is: UPON FILING WITH THE SECRETARY OF STATE.

#### ARTICLE FOUR

##### CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is: 500.
- C. Par Value. Each share of Common Stock shall have the par value of: \$1.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the part value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligation.

#### ARTICLE FIVE

##### INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Registered Office of this corporation is 150 S.E. 25TH ROAD - SUITE 3A  
MIAMI, FLORIDA 33129 and the name of  
the initial Registered Agent of this corporation at that  
address is JOHANNA S. ARAUJO.

## ARTICLE SIX

### OFFICERS & DIRECTORS

This corporation shall have initially ONE Directors. The number of Officers and Directors may be either increased or decreased from time to time by the bylaws but shall never be less than ONE. The names and addresses of the initial Officers and Directors of this corporation are:

JOHANNA S. ARAUJO  
DIRECTOR/PRESIDENT/  
SECRETARY/TREASURER

150 S.E. 25TH ROAD - SUITE 3A  
MIAMI, FLORIDA 33129

## ARTICLE SEVEN

### BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

## ARTICLE EIGHT

### SHAREHOLDER QUORUM AND VOTING

100% of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of 100% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE NINE

### SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

## ARTICLE TEN

### COMPENSATION

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

## ARTICLE ELEVEN

### NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

## ARTICLE TWELVE

### DIRECTOR QUORUM AND VOTING

100 % of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of 100% of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 100% of the directors present and voting, shall be the act of the Board of Directors.

## ARTICLE THIRTEEN

### INDEMNIFICATION

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

## ARTICLE FOURTEEN

### DIVIDENDS

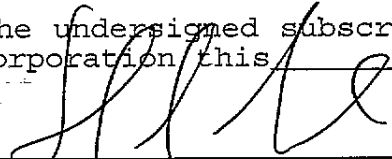
Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE FIFTEEN

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 6TH day of AUGUST, 2000.

  
\_\_\_\_\_  
INCORPORATOR AND SUBSCRIBER

JOHANNA S. ARAUJO

NAME

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

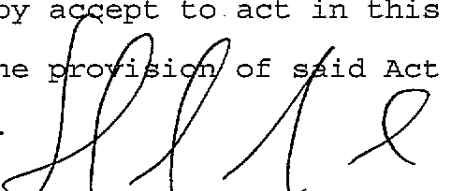
First, that JOHANNA S. ARAUJO  
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in the City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate

I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By

  
JOHANNA S. ARAUJO  
REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED