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TRANSMITTAL LETTER

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

SUBJECT: JORGE A. GUTIERREZ, P.A.

200004530322--7
-09/13/01--01083--002
*****87.50 *****87.50

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

FROM: Jorge A. Gutierrez
10620 s.w. 67th Street
Miami, Florida 33173
305-598-6064

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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8/16/01

ARTICLES OF INCORPORATION

OF

JORGE A. GUTIERREZ, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, as proper persons acting as incorporator of a professional service corporation, pursuant to the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statute, adopt the following articles of incorporation:

ARTICLE I.

The name of the professional service corporation is:

JORGE A. GUTIERREZ, P.A.

Principal address: 10620 S.W. 67th Street, Miami, Florida 33173.

ARTICLE II.

The period of its duration is perpetual existence.

ARTICLE III.

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

a. To render legal services, including but not limited to providing legal advise, counsel, information, representation, opinion or such other function(s) as an attorney in Florida, the United States or any foreign country or countries in any part of the world, as authorized by the laws of the State of Florida.

b. To do all such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection of benefit of the corporation.

c. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, or in the future to be enacted, are hereby included in and made a part hereof by reference, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

d. To manage, supervise, operate, control, lease, let and sublet, apartments, office buildings, dwelling houses and all kinds of character of property of every nature whatsoever.

e. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

f. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company and to secure the same by mortgage pledge, deed or trust, or otherwise.

g. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

ARTICLE IV.

The capital stock of the corporation shall consist of:

a. One hundred (100) shares of common stock, at par value of one dollar (\$1.00).

b. All shares to be issued fully paid and non-assessable. The capital stock of the corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said termination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the

management of the corporation.

d. In the event any shareholder be unable to attend a shareholders' meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

ARTICLE V.

Cumulative voting of shares of stock are authorized.

ARTICLE VI.

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

ARTICLE VII.

The regulation of the business and the conduct of the affairs of the corporation and the provisions creating and limiting the powers of the corporation, the directors and the stockholder, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

ARTICLE VIII.

The number of directors constituting the initial board of directors of the corporation is One, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

Name

Address

Jorge A. Gutierrez

10620 s.w. 67th Street, Miami, Fl. 33173

The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

ARTICLE IX.

The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

OFFICE	NAME	ADDRESS
Pres./V.P./Sec./Treas.	Jorge A. Gutierrez	10620 s.w. 67 th Street, Miami, Fl. 33173

ARTICLE X.

The resident agent of the corporation and his address is:

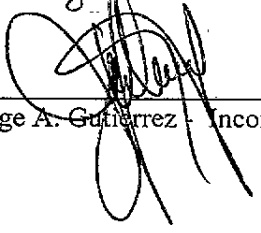
Jorge A. Gutierrez
10620 s.w. 67th Street
Miami, Fl. 33173

ARTICLE XI.

The name and address of the incorporator is:

Jorge A. Gutierrez
10620 s.w. 67th Street
Miami, Fl. 33173

The undersigned incorporator has executed these articles of incorporation this 8th day of August, 2001.



Jorge A. Gutierrez - Incorporator

8/8/01
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

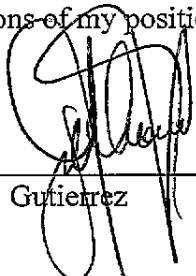
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provision 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/agent, in the state of Florida.

1. The name of the Corporation is: **Jorge A. Gutierrez, P.A.**
2. The name and address of the registered agent and office is:

Jorge A. Gutierrez
10620 sw 67th Street
Miami, Florida 33173

Having been named as registered agent and to accept service of process for the above stated corporation at 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Jorge A. Gutierrez

8/8/01
Date