# W110347

## Florida Department of State

**Division of Corporations** Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : STEVEN SILVERMAN, P.A.

Account Number : I20010000144 Phone : (305)666-6111

Fax Number : (305)670-8114

# FLORIDA PROFIT CORPORATION OR P.A.

ARTICLES OF INCORPORATION

OF

TUCK LANGUAGE CONSULTANTS, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

#### ARTICLE I

**NAME** 

The name of the corporation is: TUCK LANGUAGE CONSULTANTS, INC.

#### <u>ARTICLE II</u>

#### **DURATION**

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

#### ARTICLE III

#### **PURPOSE**

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V

**DIVIDENDS** 

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE VI** 

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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#### ARTICLE VII

#### PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

41117 Fisher Island Drive Miami, Florida 33109

#### ARTICLE VIII

## INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

9500 South Dadeland Boulevard, Suite 550 Miami, Florida 33156

The name and address of the initial registered agent of the corporation is:

STEVEN SILVERMAN, P.A. 9500 South Dadeland Boulevard, Suite 550 Miami, Florida 33156

#### ARTICLE IX

#### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is:

Donald Tuck, President\Vice-President\Secretary\Treasurer

#### ARTICLE X

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#### INCORPORATORS

The names and addresses of the persons signing these Articles are:

Donald Tuck 41117 Fisher Island Drive Miami, Florida 33109

#### **ARTICLE XI**

#### **ACTIONS OF DIRECTORS WITHOUT MEETING**

The directors of this corporation may take action by written consent as provided by law.

#### **ARTICLE XII**

#### MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

#### **ARTICLE XIII**

#### INDEMNIFICATION

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

#### ARTICLE XIV

#### **AMENDMENT**

The corporation reserves this right to amend or repeal any provisions contained in these

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Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

STEVEN SILVERMAN, P.A.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this \_ (6 day of 6 wenter, 2001.

STATE OF FLORIDA

SS:

**COUNTY OF MIAMI-DADE** 

Before me, the undersigned authority, personally appeared, Donald Tuck, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 6 day of November, 2001

STEVEN SILVERMAN

Steven Silverman

Print Name:

My Commission Expires:

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

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted: That TUCK LANGUAGE CONSULTANTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named STEVEN SILVERMAN, located at 9500 South Dadeland Boulevard, Suite 550, Miami, Florida 33156, as its agent to accept service of process within Florida.

-STEVEN SILVERMAN

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 16 day of November 2001

STEVEN SILVERMAN

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SECREJARY OF STATE