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01 DEC 20 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

RODRIGUEZ-ECAY & COMPANY, P.A.

|                       |         |
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| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 05      |
| Estimated Charge      | \$70.00 |

DEC 20 2001

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**ARTICLES OF INCORPORATION**  
**OF**  
**RODRIGUEZ-ECAY & COMPANY, P.A.**

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01 DEC 20 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice Public Accounting 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 Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**I**

**Name of Corporation, Principal Office and Mailing Address**

The name of this Corporation shall be **Rodriguez-Ecay & Company, P.A.**

The principal office of this Corporation shall be **780 NW 42<sup>nd</sup> Avenue, Suite 616, Miami, Florida 33126.**

The mailing address of this Corporation shall be **780 NW 42<sup>nd</sup> Avenue, Suite 616, Miami, Florida 33126.**

**II**

**Purposes**

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

- a. To engage in every aspect in the practice of Public Accounting, and all its fields of specializations.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be Certified Public Accountants 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 investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

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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.

### III

#### Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 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 **HELIO RODRIGUEZ-ECAY, C.P.A.** in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV

#### Duration

The corporation shall have perpetual existence.

### V

#### Registered Agent

The address of this corporation's initial registered office is 780 NW 42<sup>nd</sup> Avenue, Suite 616, Miami, Florida 33126 and the name of its initial registered agent at said address is **HELIO RODRIGUEZ-ECAY, C.P.A.**

### VI

#### Incorporator

The name and address of the Incorporator is as follows: **HELIO RODRIGUEZ-ECAY, C.P.A., 6450 Collins Avenue, Apt 505, Miami Beach, Florida 33141.**

### VII

#### Board of Directors

The corporation shall have a Board of Directors consisting initially, of ONE person. 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 and addresses of the initial Directors of this corporation are:

## VIII

### 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.

## IX

### 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 the corporation is organized, or accepts employment that places restrictions or limitations 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 on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing an lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## X

### Informal Director Action

If all of the Director severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as though it had been authorized at a meeting of the Board of Directors.

## XI

### Indemnification

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

## XII

### ByLaw 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.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 18<sup>th</sup> day of December, 2001.

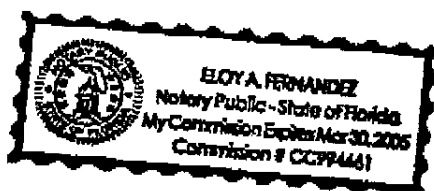
  
HELIO RODRIGUEZ ECAY, C.P.A.  
Incorporator

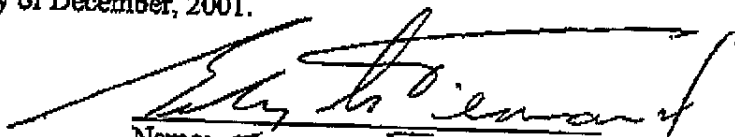
STATE OF FLORIDA  
COUNTY OF MIAMI DADE

BEFORE ME, the undersigned authority, personally appeared **HELIO RODRIGUEZ-ECAY, C.P.A.**, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

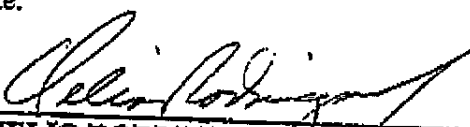
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 18<sup>th</sup> day of December, 2001.

My commission expires:



  
Name: ELOY A. FERNANDEZ  
Notary Public, State of Florida

Having been name as registered agent for the above described Professional Corporation, 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 and I accept the duties and obligations of Section 607.0505 Florida Statute.

  
HELIO RODRIGUEZ ECAY, C.P.A.  
REGISTERED AGENT

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