

TRANSMITTAL LETTER

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

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SUBJECT: FRANK FICARRA C.P.A. P.A.
 (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: FRANK FICARRA
 Name (Printed or typed)

4837 SWIFT RD. SUITE 210
 Address

SARASOTA FL 34231
 City, State & Zip

941-923-2537
 Daytime Telephone number

SECRETARY OF STATE
 TALLAHASSEE FLORIDA

02 JAN -4 PM 2:54

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRANK FICARRA C.P.A., P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed as a certified public accountant under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Frank Ficarra, C.P.A., P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 4837 Swift Road; Suite 210; Sarasota, FL 34231.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of public accounting. In addition, the corporation shall have all powers permitted by the laws of the State of Florida for such corporations and may do all acts not prohibited by the laws of the State of Florida, and may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date of subscription of these articles of incorporation.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share. None of these shares may be issued to anyone other than an individual duly licensed as a certified public accountant in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4837 Swift Road; Suite 210; Sarasota, FL 34231. The name of the initial registered agent at that address is Frank Ficarra.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Frank Ficarra: 4837 Swift Road; Suite 210 Sarasota, FL 34231

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Frank Ficarra: 4837 Swift Road; Suite 210 Sarasota, FL 34231

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified as a certified public accountant in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the Board of Directors, provided that such amendment be in compliance with the Laws of Florida governing a Professional Service Corporation.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on January 1, 2002.


FRANK FICARRA

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said Act:

First—That FRANK FICARRA C.P.A., P.A., desiring to organize under the laws of the State
of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of
Sarasota, County of Sarasota, State of Florida, has named FRANK FICARRA; 4837 Swift Road;
Suite 210; Sarasota, FL 34231, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at the 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.



FRANK FICARRA
Resident Agent