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FLORIDA PROFIT CORPORATION OR P.A.

CARRANZA, COWHEARD, VEGA & FREELY (ORLANDO), P.A.

Certificate of Status	0
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Carranza/CCVF-Orlando/ArtIncorp013102aOrlando

**ARTICLES OF INCORPORATION
OF CARRANZA, COWHEARD, VEGA & FREELY (ORLANDO), P.A.**

The undersigned subscriber to these Articles of Incorporation; a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: CARRANZA, COWHEARD, VEGA & FREELY (ORLANDO), P.A.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in the practice of accountancy and any activity of business permitted under the laws of the United States, any State, or any foreign country, subject to the limitations set out in Chapter 621 of the Florida Statutes, titled "Professional Service Corporation and Limited Liability Company Act", as hereinafter amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of Common Stock with a par value of \$0.01 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors.

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ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - DIRECTORS

The Board of Directors shall have three (3) directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. Directors need not be shareholders or residents of Florida.

This corporation is empowered to indemnify any officer, director, or shareholder in accordance with and to the fullest extent permitted by the Florida Statutes, as now and hereafter in effect or amended.

ARTICLE VI - INITIAL DIRECTOR

The name and address of each member of the first Board of Directors are:

Luis O. Carranza
237 South Westmonte Drive
Suite 315
Altamonte Springs, FL 32714

Mark Leisen
237 South Westmonte Drive
Suite 315
Altamonte Springs, FL 32714

David Cowheard
237 South Westmonte Drive
Suite 315
Altamonte Springs, FL 32714

ARTICLE VII - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation are:

Luis O. Carranza
237 South Westmonte Drive
Suite 315
Altamonte Springs, FL 32714

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ARTICLE VIII - RULES OF GOVERNANCE

(a) ~~Additional Powers Granted to Board of Directors~~ - The directors are empowered to, and shall govern without the approval of the shareholders, any and every aspect imaginable (to the fullest extent permitted by applicable law now and hereafter in effect or amended), directly or indirectly, relating to, attributable to, or arising out of, among and between a shareholder, the shareholders, the corporation, or any of them in any combination or singularly. To so govern, the directors shall adopt, amend, or revoke from time to time the Rules of Governance now or hereafter in effect or amended.

(b) ~~Examples of Rules of Governance~~ - By way of example and not limitation, the scope of the Rules of Governance include, among others, the following: rights and obligations of shareholders; rights and obligations of the corporation; restrictions, limitations, and prohibitions on stock ownership, transfer, use, or disposition; employment of any shareholder by the corporation; voluntary or involuntary retirement of any shareholder employed by the corporation; redemption of any stock; eligibility requirement for any purpose whatsoever, including without limitation such requirements to become, to continue, or to remain a shareholder, director, or employee of the corporation; buy-sell rights and obligations between any shareholder, among the shareholders, and with the corporation; requirements for spousal consent as condition of continued stock ownership or employment; and obligations of shareholders or employed shareholders to provide personal guaranties (and with spousal guaranties if so required), capital contributions for corporate

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purposes as a condition of continued stock ownership or employment, and the exercise of the corporate powers or the management of the business and affairs of the corporation or the relationship between the shareholders, the directors, or the corporation provided is not contrary to public policy.

(c) **Approval from Directors.** - The adoption, amendment, or revocation of any Rules of Governance shall require the affirmative vote as follows: (i) of at least 60% (sixty percent) of the directors eligible to vote and present at a meeting of directors and (ii) in the absence of a meeting, the unanimous written consent of the directors then on the Board of Directors.

(d) **Notice to Shareholders.** - Upon approval, amendment, or revocation of any Rules of Governance, the corporation shall promptly notify all shareholders within three working days of such action (or as soon as practicable under the circumstances). Unless noted otherwise by the directors, any adoption, amendment, or revocation shall become effective on the date of approval by the directors.

(e) **Exclusive and Binding Dispute Resolution Mechanism.** - In the event of any dispute, disagreement, interpretation, or difference of view or opinion on any aspect whatsoever, directly or indirectly, relating to, attributable to, or arising out of the Rules of Governance, Articles of Incorporation (now and hereafter in effect or amended), Bylaws (now and hereafter in effect or amended), or the relationship between and among any shareholder, the shareholders, the corporation, or any of them in any combination or singularly; each shareholder and the corporation agree that all disputes, disagreements, interpretation, differences of view or opinions, or any

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other aspect whatsoever shall be governed exclusively by this Article VIII(c) titled "Rules of Governance" and resolved exclusively by the directors. The directors shall decide any matters with the affirmative vote of (i) at least 60% (sixty percent) of the directors eligible to vote and present at a meeting of directors and (ii) in the absence of a meeting, the unanimous written consent of the directors then on the Board of Directors. Any decision by the directors shall be final and binding on all shareholders (and its heirs, assignees, personal representatives, custodians, trustees, successors in interest, debtors in possession, legatees, and any transferee by operation of law) and the corporation absent fraud or collusion. A director, by virtue of having an interest in the controversy or being a participant in the controversy, shall not be disqualified for quorum or from voting purposes.

(f) **Denial of Permanent Right or Entitlement.** - No right or entitlement under the Articles of Incorporation, Rules of Governance, or Bylaws is permanent in nature and is subject to amendment or revocation (in whole or in part) at any time without consent from or approval by the shareholder affected by such amendment or revocation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the directors.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the shareholders representing a majority of the shares entitled to vote and, also, as provided in the

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bylaws then in effect.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Except as noted otherwise herein, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

Except as noted otherwise herein, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless a greater percentage is required in the Articles of Incorporation or Rules of Governance.

ARTICLE XII - AMENDMENT

The Articles of Incorporation may be amended with the affirmative vote of 75% (seventy-five percent) of the shares entitled to vote, represented in person or by proxy, at a meeting convened with a quorum of shareholders, represented in person or by proxy, representing at least 75% (seventy-five percent) of the total shares entitled to vote.

ARTICLE XIII - AFFILIATED TRANSACTIONS

This corporation elects not to be governed by the section of the Florida Business Corporation Act, now and hereafter in effect and as amended, dealing with affiliated transactions.

ARTICLE XIV - PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office or mailing address is as follows:

Carranza/CCVF-Orlando/ArtIncorp013102aOrlando

237 South Westmonte Drive
Suite 315
Altamonte Springs, FL 32714

The principal place of business may be changed by a majority of the members of the board of directors present at a validly convened meeting.

ARTICLE XV - RESTRICTIONS AND LIMITATIONS

This corporation is being formed under Chapter 621 of the Florida Statutes, now and as hereafter in effect and as amended, as is subject to all of its restrictions and limitations that exist now or might hereafter exist.

ARTICLE XVI - LEGEND

All stock certificates issued by the corporation will bear the following legend:

The shares evidenced by this certificate are subject to, and the sale, transfer, pledge, or disposal otherwise of any shares or interest therein can be made (to the extent so permitted, if at all) only upon compliance with the terms of its Articles of Incorporation, Bylaws, and Rules of Governance, now or hereafter in effect or as amended as to any of these documents. A copy of the Rules of Governance, Articles of Incorporation, and Bylaws will be provided by corporation upon request free of charge. These shares have not been registered under the Securities Act of 1933 or any applicable blue sky laws. Because these shares have been acquired for investment purposes only and not with a view to distribute or resell, these shares may not be sold, mortgaged, pledged, hypothecated, or otherwise transferred without an effective registration statement under the Securities Act of 1933 or an opinion from counsel (that must be selected and approved by the corporation at its sole and arbitrary discretion), at the expense (to be paid in advance) of the holder of these shares, that registration is not required under the Securities Act of 1933 or any applicable blue sky laws.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 8 day of February, 2002.



Luis O. Carranza

Carranza/CCVF-Orlando/ArtIncorp01S102aOrlando


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

In compliance with Florida Statutes, the following is submitted. First - that Carranza, Cowheard, Vega & Freely (Orlando), P.A. with its principal office at 237 South Westmonte Drive, Suite 315, Altamonte Springs, FL 32714, has named Luis O. Carranza located at 237 South Westmonte Drive, Suite 315, Altamonte Springs, FL 32714, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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. The registered agent is familiar with, and accepts, the obligations provided under the Florida Business Corporation Act.

REGISTERED AGENT: Luis O. Carranza

By: 

Luis O. Carranza
237 South Westmonte Drive
Suite 315
Altamonte Springs, FL 32714

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