

# P02000060507

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Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

law office of ibis j. hillencamp, p.a.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LAW OFFICE OF IBIS J. HILLENBAMP, P.A.**

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract and hereby form a professional service Corporation for profit under Chapter 621 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the corporation shall be: **LAW OFFICE OF IBIS J. HILLENBAMP, P.A.**, (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF BUSINESS**

This corporation shall engage in the practice of law.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 110 Merrick Way, Suite 2A, Coral Gables, Florida 33134.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Ibis J. Hillencamp whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - MAILING ADDRESS**

The mailing address of this Corporation shall be the same as its principal office.

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### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:  
Ibis J. Hillencamp

### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having par a value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders, without the written consent of all shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

## **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This corporation is to have perpetual existence. This Certificate of Incorporation shall become effective when filed with the Secretary of State.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Corporation is Hillencamp & Alvarez, P.A. located at 2937 SW 27<sup>th</sup> Avenue, Suite 100 A, Miami, Florida 33133. The name and initial address of the registered agent is Ibis J. Hillencamp, Esquire, 2937 SW 27<sup>th</sup> Avenue, Suite 100 A, Miami, Florida 33133.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time such action shall be necessary to take action for the making, alteration, amendment or repeal of the Bylaws.

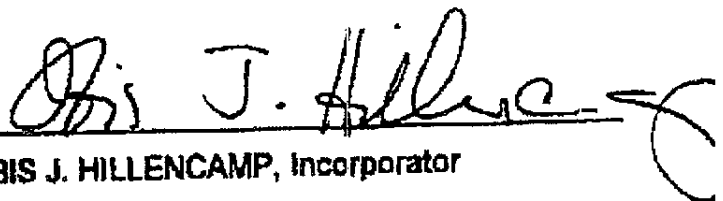
**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of Florida.

**ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31 day of May 2002.

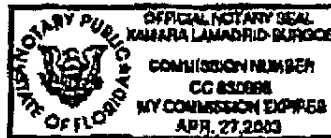
  
IBIS J. HILLEN CAMP, Incorporator

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at  
Miami, Dade County, Florida this 31 day of May 2002.

  
NOTARY PUBLIC STATE OF FLORIDA

       Produced ID

✓ Personally known



My commission expires:

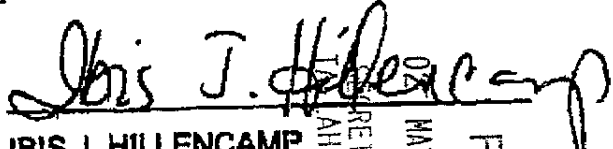
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION**

Ibis J. Hillencamp, Esquire, currently doing business at 2937 SW 27<sup>th</sup> Avenue, Suite 100 A, Miami, Florida and as of August 1, 2002, to have a business address identical to the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
IBIS J. HILLENCAMP - Registered Agent

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation, at Miami, Dade County, Florida, on this 31 day of May 2002 for the uses and purposes aforesaid.

  
IBIS J. HILLENCAMP

STATE OF FLORIDA  
DADE COUNTY

FILED  
MAY 31 PM 3:52  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority personally appeared IBIS J. HILLENCAMP, who is well known by me to be the individual described in and who subscribed the foregoing Certificate of Incorporation, and who freely and voluntarily acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

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