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**FLORIDA PROFIT CORPORATION OR P.A.**

**litman AND CORIROSSI, P.A.**

Certificate of Status	1
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SECRETARY OF STATE  
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ARTICLES OF INCORPORATION

OF

LITMAN AND CORIROSSI, P.A.

The undersigned incorporator and subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, hereby adopts these Articles of Incorporation for the formation of a Professional Service Corporation under the Professional Service Corporation Act, Florida Statute Chapter 621, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this Professional Service Corporation is **LITMAN AND CORIROSSI, P.A.**

ARTICLE II

DURATION

The duration of the Professional Service Corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the Professional Service Corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE IV

PURPOSES

The general purposes for which the Professional Service Corporation is initially organized are:

Prepared By:

Neal S. Litman, P.A.  
Grove Plaza  
2900 S.W. 28<sup>TH</sup> Terrace  
Coconut Grove, Florida 33133

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1. To engage in the practice of law.
2. To engage in other such lawful business for which Professional Service Corporations may be incorporated under the Florida General Corporation Act.

#### ARTICLE V

##### AUTHORIZED SHARES

The aggregate number of shares of stock that this Professional Service Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having a par value of \$.01 per share.

None of the shares of this Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### ARTICLE VI

##### INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

Section 1. Indemnification in Accordance with Bylaws. The Professional Service Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Professional Service Corporations's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Professional Service Corporations's Bylaws. Such indemnification provisions of the Professional Service Corporation's Bylaws may be enacted and modified from time to time by resolution of the Professional Service Corporations's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Professional Service Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Professional Service Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Professional Service Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer,

employee or agent of the Professional Service Corporation or is or was serving at the request of the Professional Service Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Professional Service Corporation would have the power to indemnify him against liability under the provision of this Article.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Professional Service Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Professional Service Corporation's Bylaws.

#### ARTICLE VII

##### REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Professional Service Corporation in the State of Florida is 2900 S.W. 28<sup>th</sup> Terrace, Second Floor, Miami, Florida 33133.

The name of the initial registered agent at such address is Neal S. Litman.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) members.

The initial Director and his addresses is:

##### NAME

Neal S. Litman

##### ADDRESS

2900 S.W. 28<sup>th</sup> Street, Second Floor  
Miami, Florida 33133

**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the incorporator is:

NAME

ADDRESS

Neal S. Litman

2900 S.W. 28<sup>th</sup> Street, Second Floor  
Miami, Florida 33133

**ARTICLE X**  
**MAILING ADDRESS**

The initial mailing address of the Professional Service Corporation shall be:

C/O Neal S. Litman, P.A.  
2900 S.W. 28<sup>th</sup> Street  
Second Floor  
Miami, Florida 33133

**ARTICLE XI**  
**EFFECTIVE DATE**

The effective date of this Professional Service Corporation shall be June 3, 2002

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 3<sup>rd</sup> day of June, 2002.

  
NEAL S. LITMAN,  
Incorporator

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Professional Service Corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Professional Service Corporation is

**LITMAN AND CORIROSSI, P.A.**

2. The name and address of the Registered Agent and Office is:

C/O Neal S. Litman, P.A.  
2900 S.W. 28<sup>th</sup> Street  
Second Floor  
Miami, Florida 33133

  
NEAL S. LITMAN

Having been named as Registered Agent and to accept service of process for the above stated Professional Service Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

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