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

**roland anthony ulloa & associates, p.a.**

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ARTICLES OF INCORPORATION  
OF  
Roland Anthony Ulloa & Associates, P.A.  
A PROFESSIONAL SERVICE CORPORATION

The undersigned, who is duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, and Chapter 621, Florida Statutes, entitled Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt the following Articles of Incorporation:

Article I  
NAME

The name of the corporation is Roland Anthony Ulloa & Associates, P.A., (the "Corporation").

Article II  
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

1818 South Australian Avenue, Suite 102  
West Palm Beach, Florida 33409

The name of the registered agent at such address is:

Maria F. Teperino

Article III  
DURATION

The term of existence of the Corporation is perpetual.

Article IV  
PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of law within the State of Florida and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

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ARTICLE V  
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of One Penny (\$0.01) per share.

ARTICLE VI  
CAPITALIZATION

The amount of capital with which the corporation will begin to practice law is not less than One Thousand Dollars (\$1,000.00).

ARTICLE VII  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VIII  
PRINCIPAL OFFICE

The initial street address of the corporation's principal office is:

1818 South Australian Avenue, Suite 102  
West Palm Beach, Florida 33409

ARTICLE IX  
CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE X  
DIRECTORS

The initial board of directors of the Corporation shall consist of ONE (1) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's Bylaws.

The name and address of the initial director of the first board of directors is:

Ronald C. Denis, Esq.  
1818 South Australian Avenue, Suite 102  
West Palm Beach, Florida 33409

The initial director shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall

be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE XI BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

#### ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

#### ARTICLE XIII INCORPORATORS

The name and address of the incorporator is:

Ronald C. Denis, Esq.  
1818 South Australian Avenue, Suite 102  
West Palm Beach, Florida 33409

#### ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

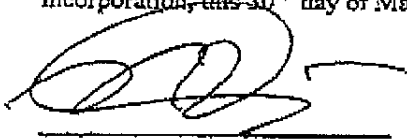
#### ARTICLE XV REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the corporation. The director of this corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

#### ARTICLE XVI RIGHT TO AMEND ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation, this 30<sup>th</sup> day of May, 2003.



Ronald C. Denis

STATE OF FLORIDA )

) ss

COUNTY OF DADE )

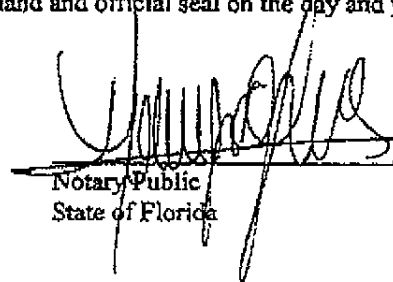
ON THIS 30<sup>th</sup> day of May, 2003, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Ronald C. Denis, Esq., known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained, and he presented a Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.



Mario F. Teperino  
MY COMMISSION # CC925402 EXPIRES  
May 10, 2004  
BONDED THIRD PARTY INSURANCE, INC.

My Commission Expires:

  
Notary Public  
State of Florida

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

Roland Anthony Ulloa & Associates, P.A.,

( NAME OF CORPORATION )

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF

FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY  
OF West Palm Beach, STATE OF FLORIDA  
( CITY ) ( STATE )

TOTAL P.06

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HAS NAMED Maria F. Teperino, LOCATED AT  
( NAME OF REGISTERED AGENT )

1818 SOUTH AUSTRALIAN AVENUE, SUITE 102, WEST PALM BEACH, FLORIDA 33409.  
( STREET ADDRESS AND NAME OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE )

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, 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.

SIGNATURE:

  
Maria F. Teperino  
Registered Agent

DATE:

5/20/2003

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TALLAHASSEE, FLORIDA

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