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JEFFREY RUBINSTEIN, ESQUIRE  
1428 Brickell Avenue  
Penthouse  
Miami, Florida 33131

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

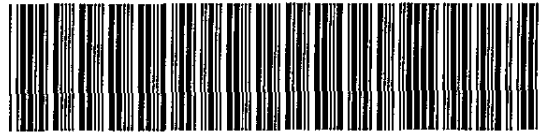
(Business Entity Name)

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EFFECTIVE DATE  
07/01/03

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TALLAHASSEE, FLORIDA

TS 7/14/03

**ARTICLES OF INCORPORATION**

**OF**

**JEFFREY RUBINSTEIN, P.A.**

**EFFECTIVE DATE**  
**07/01/03**

The undersigned, for the purpose of forming a professional service corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, (hereinafter "Corporation"), adopts the following Articles of Incorporation:

**ARTICLE I**

The name and initial address of this Corporation shall be:

JEFFREY RUBINSTEIN, P.A.  
1428 Brickell Avenue  
Penthouse  
Miami, Florida 33131

**ARTICLE II**

This Corporation shall commence its existence on July 1, 2003, and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and in furtherance of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or Corporation for the purpose of rendering professional legal services.

(b) To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type of shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

(c) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his or her shares in accordance with the by-laws adopted by the Board of Directors of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(d) At its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the by-laws adopted by the Board of Directors of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

(e) To enter into, for the benefit of its employees, one or more of the following:  
(1) a pension plan or plans, (2) a profit-sharing plan or plans, (3) a stock bonus plan or

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plans, (4) a thrift and savings plan or plans, (5) a restricted stock option plan or plans, or (6) other qualified or non-qualified retirement or incentive compensation plans or fringe benefits.

The general purpose for which the Corporation is organized is to engage in every aspect of the practice of law. The professional services involved in the Corporation's practice of law may be rendered only through its officers, directors, agents and employees who are duly authorized and licensed to practice law as attorneys and counselors at law in the State of Florida.

The Corporation shall not engage in any business other than the practice of law. However, the Corporation may invest its assets and funds in real estate, mortgages, stocks, bonds and other types of investments, and may own subsidiaries, and own and lease real and personal property necessary and proper for the rendering of the professional services authorized hereby.

#### ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is one (1,000) thousand shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

#### ARTICLE V

The initial registered office of this Corporation shall be at 1428 Brickell Avenue, Penthouse, Miami, Florida 33131, and the Corporation shall have the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be JEFFREY RUBINSTEIN, ESQUIRE.

#### ARTICLE VI

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one (1). The name and address of the person who is licensed to practice law in the State of Florida and who shall serve as the sole member of the initial board of directors is:

JEFFREY RUBINSTEIN, ESQUIRE  
1428 Brickell Avenue  
Penthouse  
Miami, Florida 33131

#### ARTICLE VII

The name and address of the incorporator who is licensed to practice law in the State of Florida is:

JEFFREY RUBINSTEIN, ESQUIRE  
1428 Brickell Avenue

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Penthouse  
Miami, Florida 33131

ARTICLE VIII

A. The stock of this Corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice law in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this Corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecation or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this Corporation; or
- (iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale, equitable distribution to a person not licensed to practice law, or other judicial process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this Corporation; or
- (v) is elected to public office; or
- (vi) accepts employment that places restrictions or limitations upon this continuous full time rendering of such professional legal services through the Corporation,

(hereinafter referred to as "disqualifying events"), then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this Corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a by-law provision or written agreement between the Corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the Corporation shall forthwith cease to be a shareholder, and shall be deemed to have resigned as an officer, director, and employee of the Corporation effective immediately as of the effective date of the disqualifying event, and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the Corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the Corporation.

B. No shareholder of this Corporation may sell or transfer any of his shares of stock in this Corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. No shareholder of this Corporation may enter into a voting trust agreement, irrevocable proxy coupled with an interest, or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock in the corporation.

C. The Corporation's Board of Directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this Corporation and providing for the purchases or redemption by the Corporation of its shares of stock. The Directors of the Corporation shall have the power to include in the by-laws, adopted by a majority vote of the Directors, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the 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 thereof, shall be determined by the Board of Directors of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless notice of the existence of such provisions shall be plainly written upon the certificates evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose.

#### ARTICLE IX

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

#### ARTICLE X

At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

#### ARTICLE XI

No contract or other transaction between the Corporation and any other person, firm, corporation, partnership, LLC, LLP, Limited Partnership, Trust, or other entity (hereinafter referred to as "entity"), shall be affected by the fact that any officer, director, or shareholder of the Corporation is interested in, or is a director or officer, partner,



Notary Public, State of Florida, At Large

My commission expires:

Name and Address of Notary Public:

Olga Romeo  
1428 Brickell Ave, Ph.  
Miami, FL 33131



Olga I. Romeo  
Commission # CC 981213  
Expires Nov. 12, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

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

In compliance with the laws of Florida, the following is submitted:

First, that JEFFREY RUBINSTEIN, P. A., desiring to organize under the laws of the State of Florida, has named JEFFREY RUBINSTEIN, ESQUIRE, 1428 Brickell Avenue, Penthouse, Miami, Miami-Dade County, Florida 33131, as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

JEFFREY RUBINSTEIN, ESQUIRE  
Registered Agent

DATED this 15<sup>th</sup> day of July, 2003.

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