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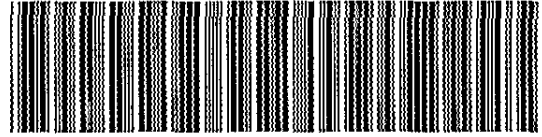
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BM 10620



September 25, 2003

The Secretary of State
Division of Corporations
Amendments Section
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Borroto Architects Professional Associations

Gentlemen:

Enclosed for filing are the Articles of Incorporation for Borroto Architects Professional Association, together with my check in the amount of \$78.75 representing the filing fee of \$35.00, the Registered Agent Designation of \$35.00 and \$8.75 for a certified copy.

Very truly yours,


Wilfredo Borroto

BORROTO
ARCHITECTS

Wilfredo Borroto Architects, P.A.
240 Crandon Boulevard, Suite 167
Key Biscayne, Florida 33149
305.361.6181 • Fax 305.365.9782
e-mail: borroto@msn.com
www.borrotoarchitects.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BORROTO ARCHITECTS PROFESSIONAL ASSOCIATION**

I, the undersigned subscriber and incorporator, a natural person, competent to contract, hereby make subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation to form a corporation pursuant to the Professional Service Corporation Act, Florida Statutes, Chapter 621.

ARTICLE I - NAME

The name of this Professional Service Corporation shall be:

BORROTO ARCHITECTS PROFESSIONAL ASSOCIATION

ARTICLE II - GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Professional Service Corporation shall be as follows:

A. To engage in every phase and aspect of the practice of architecture and to provide architectural services to the general public, in the State of Florida, and elsewhere, as allowed by law.

B. To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own real or personal property necessary for the rendering of the aforesaid professional services;

C. In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes, or necessary or incidental to the achievement of the objectives of the Professional Service Corporation, and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional Service Corporation Act of the State of Florida, including any and all subsequent amendments thereto;

D. The foregoing clauses shall be construed both as objects and powers, and its is expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation which are not otherwise prohibited by law;

E. The Professional Service Corporation shall have all powers provided corporations generally pursuant to Chapter 607, Florida Statutes, except to the extent that any of the provisions of the Professional Service Corporation Act (Chapter 621, Florida Statutes are or are interpreted to be in conflict with the provisions of Florida Statutes Chapter 607, and in such event, the provisions and sections of the professional Service Act shall take precedence.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of capital stock that this Professional Service Corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock, each with a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be determined by the Board of Directors, and all or any part of said capital stock may be paid for in cash, or other property, tangible or intangible, or in labor or services actually performed for the professional service corporation, valued at a fair valuation to be fixed and determined by the Board of Directors. No shares may be issued until the full amount of the consideration therefore has been paid and when payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Each of such shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders.

ARTICLE - IV INITIAL CAPITAL

The amount of capital with which this Professions Service Corporation shall begin business is not less than Five hundred Dollars (\$500.00)

ARTICLE V - DURATION

This Professional Service Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - REGISTERED PRINCIPAL OFFICE

The street address of the principal office in this State shall be:

240 Crandon BLVD
Suite 167
Key Biscayne FL 33149

The Board of Directors any from time to time move the registered principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed necessary or proper.

ARTICLE VII - REGISTERED AGENT

The name of the registered agent located at the Corporation's registered principal office is:

Wilfredo Borroto

ARTICLE VIII - DIRECTORS

The Professional Service Corporation shall have a Board of Directors which shall consist of not less than one (1) and not more than three (3) directors, the number of which shall be fixed by the corporate by-laws. Each of the directors shall be of full age and at least one (1) of the directors shall be a citizen of the United States. The Board of Directors shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS

The names and address of the members of the initial Board of Directors is:

Wilfredo Borroto
240 Crandon BLVD
Suite 167
Key Biscayne FL 33149

The above director shall hold office for the first year of the Professional Service Corporation's existence, or until a successor is elected and has qualified.

ARTICLE X - SUBSCRIBERS

The name and post office address of the initial subscriber to these Articles of Incorporation, who is an architect duly and currently licensed to practice architecture in the State of Florida, and the number of share the subscribes agrees to purchase is:

Subscriber	Number of Shares
Wilfredo Borroto 240 Crandon BLVD Suite 167 Key Biscayne FL 33149	100

ARTICLE XI - CONFLICT OF INTEREST

No contract or other transaction between this Profession Service Corporation and any other corporation, and no act of this Professional Service Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Professional Service Corporation are pecuniarily or otherwise interest in any other contract or transaction of the Professional Service Corporation, provided that the fact that the or such firm is also interest shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director or this Professional Service Corporation which is also a director or officer of some other corporation or who is so interests may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

**ARTICLE XII - INCORPORATION OF PROVISIONS OF
PROFESSIONAL SERVICE CORPORATION ACT**

This Professional Service Corporation shall be a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and this corporation, its officers, directors, stockholders, agents, and employees shall be subject to all of the terms and provisions of said Chapter, as well as the benefits thereof, as the same now exist or any hereafter be amended.

ARTICLE XIII - AMENDMENT

This Professional Service Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated herein. this ___ day of September, 2003.



Wilfredo Borroto

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

BORROTO ARCHITECTS PROFESSIONAL ASSOCIATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami, Florida, has named:

Wilfredo Borroto
240 Crandon BLVD
Suite 167
Key Biscayne FL 33149

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of said Act relative to keeping open said office.



Wilfredo Borroto

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TALLAHASSEE, FLORIDA