

P04000036128

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300028121103

02/25/04 -01050 -029 \*\*78.75

FILED RECEIVED  
04 FEB 25 AM 7:30, FEB 25 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TALLAHASSEE, FLORIDA

19

OFFICE USE ONLY(DOCUMENT #)

**LAZARUS CORPORATE FILING SERVICE**

**3320 S.W. 87 AVENUE**

**MIAMI, FLORIDA (305)552-5973**

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

- 1. LARR & ASSOCIATES, FMC  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

04 FEB 25 AM 7:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

- Walk in     Pick up time 2.00     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**FILED**  
04 FEB 25 AM 7:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
LARR & ASSOCIATES, INC.**

I, (we), the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be LARR & ASSOCIATES, INC. and the initial address of this corporation shall be 4260 S.W. 84th Avenue, Miami, Florida 33155.

**ARTICLE II**

This corporation may engage in any business or activity permitted by the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$ 1.00	common

The consideration for all the said stock shall be payable in cash, at a just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter.

**ARTICLE V**

The initial registered office of this corporation shall be at 4260 S.W. 84th Avenue, Miami, Florida 33155, with 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 RICHARD DIAZ.

## **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

## **ARTICLE VII**

The name and address of the initial director(s) of this corporation who shall hold office for the year or until their successors are duly elected and qualified shall be:

RICHARD DIAZ  
4260 S.W. 84 AVENUE  
MIAMI, FLORIDA 33155

## **ARTICLE VIII**

The name and address of the incorporator is RICHARD DIAZ, 4260 SW 84 Avenue, Miami, Florida 33155.

## **ARTICLE IX**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he (she) or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if here were not such a director or officer of such corporation, or not so interested.

## **ARTICLE X**

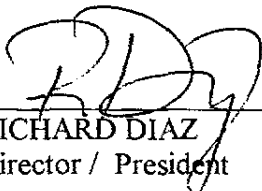
The private property of the stockholders shall not be subject to payment of the corporate debts in any event.



## ARTICLE XII

The By-Laws of this Corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the Corporation at any duly scheduled special meeting called for that e purpose.

I,(we), the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certify that the facts herein stated are true and correct and accordingly hereto set my (our) hand and seal this 20<sup>th</sup> day of February, 2004.



---

RICHARD DIAZ  
Director / President

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

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

First: LARR & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, has named RICHARD DIAZ, 4260 S.W. 84th Avenue, Miami, Florida 33155, as its statutory Registered Agent.

Second: That RICHARD DIAZ having been named the statutory Registered Agent of the above corporation at the place designated in this capacity, agrees to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 Florida Statutes.

  
\_\_\_\_\_  
RICHARD DIAZ  
Registered Agent

Dated: this 20th day of  
February, 2004.

**CERTIFICATE OF DESIGNATION**


**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1.- The name of the corporation is: LARR & ASSOCIATES, INC..

2.- The name and address of the registered agent and office is: RICHARD DIAZ, 4260 S.W. 84th Avenue, Miami, Florida 33155.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
RICHARD DIAZ  
Dated: this 20th day of  
February, 2004.

**FILED**  
04 FEB 25 AM 7:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA