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Account Name : FRANK AMSALEM, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

Gerard Amsalem, P.A.

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Certified Copy	1
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Corporate Filing

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1104-24866

6/27/2004 30/04

06/30/2004 07:03 3055348179

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PAGE 02/05

Department of State 6/29/2004 7:57 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 29, 2004

FRANK AMSALEM, P.A.

SUBJECT: GERARD AMSALEM, P.A.
REF: W04000024866

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

In Article VII, you did not list the name of the director.

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Tammy Hampton
Document Specialist
New Filings Section

FAX Aud. #: H04000134298
Letter Number: 504A00042299

**ARTICLES OF INCORPORATION OF
GERARD AMSALEM, P.A.**

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following articles of incorporation for the corporation:

ARTICLE I. NAME

The name of the corporation shall be **GERARD AMSALEM, P.A.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 17890 W. Dixie Hwy., Unit #710, North Miami Beach, FL 33160.

ARTICLE III. PURPOSE

The purpose of the corporation is to practice the profession of real estate associate. The sole and exclusive professional services to be rendered by the corporation are real estate services.

ARTICLE IV. CORPORATE POWERS

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

ARTICLE V. SHARES

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and the Florida street address of the initial registered agent and office is Gerard Amsalem, 17890 W. Dixie Hwy., Unit #710, North Miami Beach, FL 33160.

ARTICLE VII. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors shall be one (1) and the name and address of the initial director shall be Gerard Amsalem, 17890 W. Dixie Hwy., Unit #710, North Miami Beach, FL 33160. President, Vice-President, Secretary, Treasurer and Director.

ARTICLE VIII. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or

proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

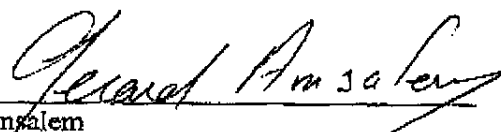
ARTICLE XII. DISSOLUTION

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. 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 the shareholders.

ARTICLE XIII. INCORPORATOR

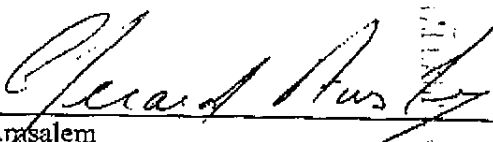
The name and address of the incorporator to these Articles of Incorporation is Gerard Arnsalem, 17890 W. Dixie Hwy., Unit #710, North Miami Beach, FL 33160.

Dated 9 June, 2004.


Gerard Arnsalem

Having been named to accept service or 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: 9 June, 2004


Gerard Arnsalem