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DIVISION OF REGISTRATION
04 DEC 27 AM 9:13

W04-46703

Milledge & Iden
ATTORNEYS AT LAW

Allan Milledge
Bruce Franklin Iden

Of Counsel:
John M. Milledge

December 17, 2004

Via FedEx

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: ROBERT LESSER, PA
Our File No.: LESSER-2**

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$78.75. Please file the above-referenced Articles and forward a certified copy of same to this office.

Thank you very much for your attention to these matters.

Sincerely,



Marisol Ingram
Legal Assistant to Bruce F. Iden

Encs

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 22, 2004

MARISOL INGRAM
3240 CORPORATE WAY
MIRAMAR, FL 33025

SUBJECT: ROBER LESSER, P.A.
Ref. Number: W04000046703

We have received your document for ROBER LESSER, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

An effective date may be added to the Articles of Incorporation **if a 2005 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 204A00071052

ARTICLES OF INCORPORATION

OF

ROBERT LESSER, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is and address is:

ROBERT LESSER, P.A.

1601 Sawgrass Corporate Parkway
Suite 140
Sunrise, FL 33323

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ARTICLE II

CORPORATE PURPOSES, POWERS, AND RIGHTS

- (a) The general nature of the business to be conducted or promoted and the purposes of the Corporation shall be to provide of real estate services, and any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and in which such a corporation is permitted to engage under the other applicable law.
- (b) In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares of common stock at \$1.00 par value

The designations, voting powers, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the above stock are as follows:

- (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

- (b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any, to be distributed to the creditors and holders of shares of preferred stock, if any stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other equity and receive payment therefore in cash, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchaser or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this paragraph.
- (c) Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the Corporation on all matters voted upon by the shareholders.
- (d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.
- (e) Any person, upon becoming the owner or holder of any shares of the Common stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the state of Florida or of the United States hereinafter adopted that have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

ARTICLE IV **INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V
DURATION OF AND TIME OF
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation is to exist perpetually. The corporate existence shall commence in the date of execution and acknowledgment of these Articles.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

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

MILLEDGE & IDEN
3240 Corporate Way
Miramar, Florida 33025

The name of the initial registered agent of this corporation at that address is:

BRUCE F. IDEN

ARTICLE VII
DIRECTORS

- (a) This corporation shall have one (1) Director initially. The number of directors may be increased from time to time, in such manner as may be prescribed by the By-Laws.
- (b) The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.
- (c) The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even if though not specifically herein provided for.

- 5
- (d) No contract or other transaction between this corporation and any other corporation, and no act if this corporation shall in any way be affected or invalidated by the fact that any of the directors of the 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 part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII
INITIAL DIRECTORS

The name(s) and address(es) of the member(s) of the first Board of Directors is:

Robert Lessor
1601 Sawgrass Corporate Parkway
Suite 140
Sunrise, FL 33323

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

Bruce F. Iden
3240 Corporate Way
Miramar, Florida 33025

The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of December 2004.



Bruce F. Iden, subscriber

STATE OF FLORIDA :
: SS
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 24th day of December 2004 by Bruce F. Iden, who is personally known to me and who did not take an oath.

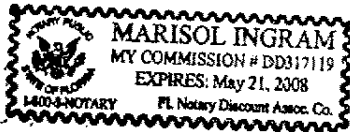


NOTARY PUBLIC, State of Florida

My Commission Expires:

Marisol Ingram

(print name)



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:

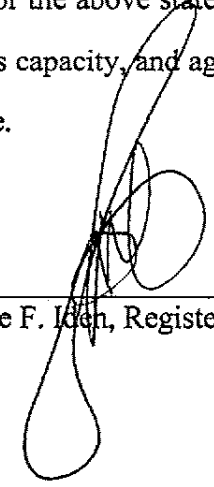
First -- That ROBERT LESSER, P.A. desiring to organize under the laws of the State of Florida with its principal office at:

1601 Sawgrass Corporate Parkway
Suite 140
Sunrise, Florida 33323

Second -- That ROBERT LESSER, P.A. has named Bruce F. Iden, located at 3240 Corporate Way, City of Miramar, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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



Bruce F. Iden, Registered Agent

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