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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : LARREA & ORTEGA, P.A.  
Account Number : I20010000067  
Phone : (305) 476-8701  
Fax Number : (305) 476-8721

2005 JAN 12 P 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**TERRY ROS, P.A.**

Certificate of Status	1
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Page Count	05
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1-13-05

ARTICLES OF INCORPORATION  
OF  
TERRY ROS, P.A.

ARTICLE I  
NAME

The name of this Corporation is TERRY ROS, P.A. and its mailing address is 4345 Southwest 72nd Avenue, Suite C, Miami, Florida 33155.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the professional services to be rendered by this professional services corporation shall be as follows, to-wit:

a. To engage in every phase and aspect of the business of rendering the same professional services to the public that a realtor duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.

b. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

c. To invest the funds of the corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for rendering of professional services.

d. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, wither alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

e. Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III  
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is at 150 Alhambra Circle, Suite 950, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation is Larrea & Ortega.

ARTICLE VI  
INITIAL DIRECTORS

The Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Terry Ros	4345 Southwest 72nd Avenue Suite C Miami, Florida 33155

ARTICLE VII  
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII  
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX  
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times.

ARTICLE X  
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI  
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

ARTICLE XII  
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII  
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV  
INCORPORATOR

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

Aileen Ortega, Esq.

150 Alhambra Circle  
Suite 950  
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 3<sup>rd</sup> day of December, 2004.

  
\_\_\_\_\_  
Aileen Ortega, Esq.

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

NOTARY PUBLIC

SEAL OF OFFICE:

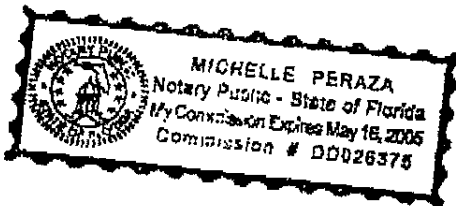
) On this the \_\_\_\_ day of December, 2004 before me,  
) the undersigned Notary Public of the State of Florida,  
) personally appeared Aileen Ortega whose name is  
) subscribed to the within instrument, and  
she acknowledges that she executed it.

WITNESS my hand and official seal.

Print Name: MICHELLE PERAZA  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

☒ Personally known to me, or  
☐ Produced identification



**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**W I T N E S S E T H**

That TERRY ROS, P.A. desiring to organize under the laws of the State of Florida, has named LARREA & ORTEGA at 150 Alhambra Circle, Suite 950, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

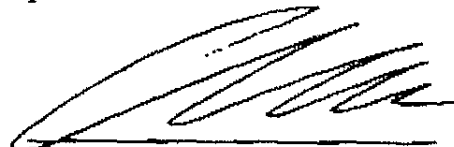
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 5<sup>th</sup> day of December, 2004.

**REGISTERED AGENT:**

LARREA & ORTEGA, a Florida partnership

By: Aileen Ortega, P.A., its general partner



Aileen Ortega, President

**FILED**  
2005 JAN 12 P 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA