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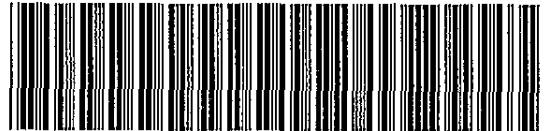
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**LAZARUS CORPORATE FILING SERVICE**

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

OFFICE USE ONLY

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

1. JORGE L. GUERRA, JR., P.A.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
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☐ 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	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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**ARTICLES OF INCORPORATION  
OF  
JORGE L. GUERRA, JR., P.A.**

The undersigned natural person, competent and licensed to engage in all aspects of real estate activities in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following articles of incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the Corporation is Jorge L. Guerra, Jr., P.A.

**ARTICLE II**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect or activity of the real estate profession, as are engaged in by persons licensed in real estate.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be real estate agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **ARTICLE III**

#### **CAPITAL STOCK**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to real estate professionals in good standing and duly licensed or otherwise legally authorized under the State of Florida to render the same professional services as this corporation.

### **ARTICLE IV**

#### **TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

### **ARTICLE V**

#### **REGISTERED AGENT**

The address of this corporation's initial registered office is 400 Valencia Avenue, Apartment # 7, Coral Gables, Florida 33134, and the name of its initial registered agent is Jorge L. Guerra, Jr.

## **ARTICLE VI**

### **INCORPORATOR**

The name and address of the Incorporator is as follows: Jorge L. Guerra, Jr.,  
400 Valencia Avenue, Apartment # 7, Coral Gables, Florida 33134.

## **ARTICLE VII**

### **DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the director of the Board of Directors who shall serve until the first annual meeting of shareholders or until its successor is elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESS</u>
Jorge L. Guerra, Jr.	400 Valencia Ave., Apt. #7, Coral Gables, Fl 33134

## **ARTICLE VIII**

### **INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## **ARTICLE IX**

### **SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officers, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his

continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### **ARTICLE X**

##### **INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE XI**

##### **INDEMNIFICATION**

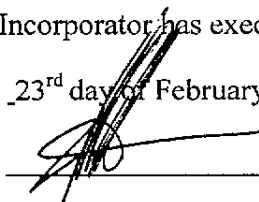
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XII**

##### **BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment is in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 23<sup>rd</sup> day of February, 2005.

  
\_\_\_\_\_  
Incorporator & Registered Agent

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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: Jorge L. Guerra, Jr., P.A.
2. The name and address of the Registered agent and office is: Jorge L. Guerra, Jr., 400 Valencia Avenue, Apartment # 7, Coral Gables, Florida 33134.

Signature: \_\_\_\_\_

Jorge L. Guerra, Jr.

Title: Registered Agent

Date: February 23, 2005.

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 agreed 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.

Signature: \_\_\_\_\_

Jorge L. Guerra, Jr.

Date: February 23, 2005

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