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Account Number : I20000000115  
Phone : (954) 476-7994  
Fax Number : (954) 476-2382

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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

**ROBERT ODEN, P.A.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
ROBERT ODEN, P.A.**

The undersigned natural person, competent and licensed to practice the sale of financial services and related products 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 Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

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JANET L. GRIFFIN  
TALLAHASSEE, FLORIDA

**I**

**Name of Corporation, Principal Office and Mailing Address**

The name of this Corporation shall be ROBERT ODEN, P.A. The principal office of this Corporation shall be 8100 S.W. 10<sup>th</sup> Street, Suite 2200, Plantation, Florida 33324.

The mailing Address of this Corporation shall be 8100 S.W. 10<sup>th</sup> Street, Suite 2200, Plantation, Florida 33324.

**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 in the practice of the sale of financial services and related products and all its fields of specializations, as are engaged by individuals registered under applicable state and federal securities laws.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be licensed to practice the sale of financial services and related products 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.

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### III

#### Capital Stock

a. The maximum number of shares of stock that the Corporation is to have outstanding at any time shall be 1,000,000 shares of common stock at \$.001 per share par value.

b. The consideration to be paid for each 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 individuals registered under applicable state and federal securities laws in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

### IV

#### Duration

The Corporation shall have perpetual existence.

### V

#### Registered Agent

The address of this Corporation's initial registered office is 8100 S.W. 10<sup>th</sup> Street, Suite 2200, Plantation, Florida 33324; and the name of its initial registered agent at said address is ROBERT ODEN.

### VI

#### Incorporator

The name and address of the Incorporator is as follows:

ROBERT ODEN  
8100 S.W. 10 Street, Suite 2200  
Plantation, Florida 33324

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**VII**

**Board of Directors**

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of the Corporation is:

ROBERT ODEN  
8100 S.W. 10 Street, Suite 2200  
Plantation, Florida 33324

**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.

**IX**

**Severance and Termination of Employment**

If any officer, 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 and limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation and shall not thereafter 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 shareholder, purchase such shareholder's shares and pay shareholder all amounts owing and lawfully due to shareholder by the Corporation, except that such shares shall not be entitled to dividends.

**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.

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STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared ROBERT ODEN who, being first duly sworn by me, deposes and says that the foregoing instrument is true and correct to the best of his knowledge, information and belief


SWORN TO AND SUBSCRIBED before me this 25<sup>th</sup> day of February 2005.

My Commission Expires:

DAVID A. CHENKIN  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD165765  
EXPIRES 2/20/2007  
BONDED THRU 1-800-NOTARY

  
NOTARY PUBLIC, State of Florida

David A. Chenkin

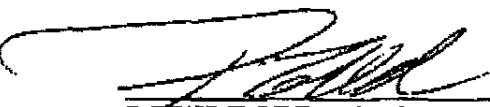
 Personally known to me, or  
Produced identification

Did take an oath; or

Did not take an oath

#### ACCEPTANCE OF REGISTERED AGENT

ROBERT ODEN having been designated to act as Registered Agent, hereby agrees to act in this capacity.

  
ROBERT ODEN, Registered Agent

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XI

**Indemnification**

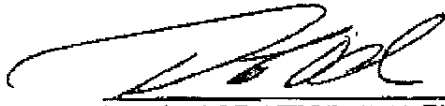
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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 shall be 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 25<sup>th</sup> day of February 2005.

  
INCORPORATOR, ROBERT ODEN

  
REGISTERED AGENT, ROBERT ODEN

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