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Division of Corporations  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**NIDIA RODRIGUEZ ARCHITECTURE, P.A.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

PS 4/6/05  
Amend



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 5, 2005

NIDIA RODRIGUEZ ARCHITECTURE, P.A.  
5001 S.W. 74TH COURT  
SUITE 204  
MIAMI, FL 33155

SUBJECT: NIDIA RODRIGUEZ ARCHITECTURE, P.A.  
REF: P05000041043

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Pamela Smith  
Document Specialist

FAX Aud. #: H05000077709  
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(2)

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

NIDIA RODRÍGUEZ ARCHITECTURE, P.A.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Although the purpose of these Amended and Restated Articles of Incorporation is to correct certain scrivener errors and does not require the approval of the directors and shareholders of the Corporation, the undersigned, being the sole shareholder and director of the Corporation, hereby consents and submits the following amended and restated Articles of Incorporation.

The undersigned individual, licensed to practice the profession of architecture in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME OF CORPORATION

The name of this Corporation shall be Nidia Rodríguez Architecture, 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 in the practice of architecture and/or engineering as permitted by the State of Florida.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be architects and/or professional engineers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.
- C. To engage in no other business other than the rendition of the professional services specified herein.
- D. 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.

THIS INSTRUMENT PREPARED BY:  
J. Luis Quintana, Esq.  
Quintana & Associates, P.A.  
338 Minorca Avenue  
Coral Gables, Florida 33134  
Telephone (305) 446-0300  
Florida Bar #768987

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### 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 10,000 shares of common stock having a par value of \$0.01 per share.
- 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 architects and/or professional engineers in good standing and duly licensed and otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

### ARTICLE IV EFFECTIVE DATE AND DURATION

The Corporation shall commence its existence at the time of the filing of these Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

### ARTICLE V REGISTERED AGENT

The address of this Corporation's initial registered office is 5001 S.W. 74 Court, Suite 204, Miami, Florida 33155, and the name of its initial registered agent at said address is Nidia Rodriguez

### ARTICLE VI INCORPORATOR

The name and address of the incorporator is as follows:

Nidia Rodriguez  
5001 S.W. 74 Court, Suite 204  
Miami, Florida 33155

### ARTICLE X INDEMNIFICATION

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

**ARTICLE XI  
PREEMPTIVE RIGHTS**

Every Stockholder, 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 pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII  
BOARD OF DIRECTORS**

The Corporation shall have an initial board of directors consisting of at least one 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 names and address of the initial director of this Corporation is:

Nidia Rodríguez  
5001 S.W. 74 Court  
Miami, Florida 33155

**ARTICLE VIII  
PRINCIPAL OFFICE**

The principal office of the Corporation and mailing address shall be established and maintained at 5001 S.W. 74 Court, Suite 204, Miami, Florida 33155. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

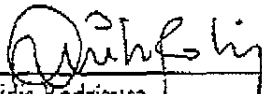
**ARTICLE IX  
BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by a majority vote of either the Stockholders or Directors.

**ARTICLE XII  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in the State of Florida, this March 30, 2005.

  
\_\_\_\_\_  
Nidia Rodríguez

Page 1 of 1 of Articles of Incorporation of  
Nidia Rodriguez Architecture, P.A.

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**NOTARY CERTIFICATION**

STATE OF FLORIDA                     )  
COUNTY OF MIAMI DADE        ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Nidia Rodriguez, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this March 30, 2005.



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:

Page Five of Articles of Incorporation of  
Nidia Rodríguez Architecture, P.A.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Nidia Rodríguez Architecture, P.A., a professional Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the County of Miami Dade, State of Florida, has named Nidia Rodríguez at 5001 S.W. 74 Court, Suite 204, Miami, Florida 33155, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

DATED: March 30, 2005

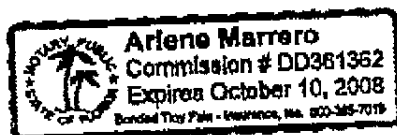
  
Nidia Rodríguez


**NOTARY CERTIFICATION**

STATE OF FLORIDA)  
COUNTY OF MIAMI DADE ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Nidia Rodríguez known to me and known by me to be the person, who, as Registered Agent, executed the foregoing Acceptance By Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this March 30, 2005.



  
NOTARY PUBLIC, State of Florida  
Printed Name of Notary Public  
My Commission Expires:

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