

FROM: [REDACTED]

FAX NO. [REDACTED]

Nov. 23 2005 03:29PM P1
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**Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

MANUEL E. GOMEZ PA.

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FROM :
850-205-0381

FAX NO. :
11/23/2005 12:24 PAGE 001/001 Florida Dept of State

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November 23, 2005

FLORIDA DEPARTMENT OF STATE

LAZARUS CORPORATE FILING SERVICE INC
Division of Corporations

SUBJECT: MANUEL E. GOMEZ, PA
REF: W05000052334

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The purpose listed is not specific enough to list your corporation as a PA. Professional Association is a company in which the shareholders/owner have a professional license issued by the Department of Business and Professional Regulations. If you have such a license, then you must list what specific service you are rendering such as: ATTORNEY, REAL ESTATE SALES, MEDICAL DOCTOR, ETC.

An effective date may be added to the Articles of Incorporation if a 2006 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.

To make the necessary corrections and resubmit your filing, return to our website and access electronic filing, then online filing. Choose to update your request by using the confirmation number and the pin number listed above. For any questions concerning the website, please call 850-245-6939. Please disregard this letter, if you have contacted our office and were advised how to correct your document online.

If you have any further questions concerning your filing, please call (850) 245-6855.

Tammy Hampton
Document Specialist
NEW FILINGS

FAX Aud. #: H05000270554
Letter Number: 505A00069010

FROM :

FAX NO. :

Nov. 23 2005 03:30PM P3

H05000270554

ARTICLES OF INCORPORATION

MANUEL E. GOMEZ PA.

REAL ESTATE

The undersigned natural person, competent and licensed to practice as a professional 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, does hereby adopt the following Articles of Incorporation:

I.

Name of Corporation

The name of this corporation shall be:

**MANUEL E. GOMEZ PA.
2127 BRICKELL AVENUE UNIT 1701
MIAMI, FL 33129**

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

- a. The Practice as a Professional
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be 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 authorized to have outstanding at any time shall be 100 shares of common stock at One Dollar \$ 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 certificate shall be issued to members 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

This Corporation shall have perpetual existence.

V.

Registered Agent

The address of this corporation's initial registered office is 2127 Brickell Avenue Unit 1701 Miami, FL 33129 and the name of its initial registered agent at said address is Manuel E. Gomez.

VI.

Incorporator

The name and address of the incorporator is as follows:

**Manuel E. Gomez
2127 Brickell Avenue
Miami, FL 33129**

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H05000270554**VII.****Board of Directors**

The Corporation shall have an initial Board of Directors consisting of 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 name and address of the initial Director of this corporation is:

Manuel E. Gomez
2127 Brickell Avenue Unit 1701
Miami, FL 33129

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 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.

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H05000270554**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 though it had been authorized at a meeting of the Board of Directors.

XI.**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the fully 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 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 State of Florida, this 22 day of NOVEMBER 2005.



Manuel E. Gomez
INCORPORATOR

Manuel E. Gomez Registered Agent**H05000270554**

FROM :

FAX NO. :

Nov. 23 2005 03:31PM P7

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STATE OF FLORIDA

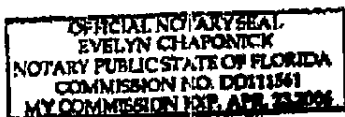
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledge before me this 22 day of NOV, 2005 by Manuel E. Gomez, who is personally known to me or who has produced a Florida Drivers License as identification and who did take an oath.

SWORN TO AND SUBSCRIBED, before me this 22 day of NOV, 2005.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



Evelyn Chaponick
Print Name of Notary

H05000270554

FROM :

FAX NO. :

Nov. 23 2005 03:31PM PB

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST—Manuel E. Gomez

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA. HAS
NAMED Manuel E. Gomez P.A. LOCATED AT MIAMI, FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Manuel E. Gomez P.A.

TITLE: PRESIDENT

DATE: 11/22/05

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.



Manuel E. Gomez P.A.
REGISTERED AGENT

DATE: 11/22/05

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CLERK OF COURT
STATE OF FLORIDA

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