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Requester's Name  Address  City/State/Zip  Phone #	Office Use Only
CORPORATION NAME(S) & DOCUM	IENT NUMBER(S), (if known):
1. Amelyian mmigration (Corporation Name)	AHOVNUS INC.
2. (Corporation Name)	(Document #)
3. (Corporation Name)	(Document #)
4. (Corporation Name)	(Document #)
Walk in Pick up time	Certified Copy (2)
Mail out Will wait	Photocopy
NEW FILINGS	AMENDMENTS
Profit Not for Profit Limited Liability Domestication Other	Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger  Amendment Resignation of R.A., Officer/Director Resignation of Registered Agent Resignation of Registered Agent Resignation of Resignati
OTHER FILINGS	REGISTRATION/QUALIFICATION >
Annual Report Fictitious Name	Foreign Limited Partnership Reinstatement Trademark Other
CR2E031(7/97)	Examiner's Initials



July 13, 2006

**IGLER & DOUGHERTY PA** 

SUBJECT: AMERICAN IMMIGRATION ATTORNEYS, INC.

Ref. Number: W06000031106

We have received your document for AMERICAN IMMIGRATION ATTORNEYS, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

#### Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock Document Specialist New Filing Section

Letter Number: 106A00045131

Tallahassee Office

2457 Care Drive Tallahassee, Florida 32308 (850) 878-2411 - Telephone (850) 878-1230 - Facsimile e-mail:ypg@idhlaw.com

# IGLER V DOUGHERTY ATTORNEYS AT LAW

Tampa Office

500 N. Westshore Blvd, Suite 1010 Tampa, Florida 33609 (813) 289-1020 - Telephone (813) 289-1070 - Facsimile e-mail: tampa@idlavv.bi=

REPLY TO TALLAHASSEE OFFICE

July 21, 2006

Florida Department of State Division of Corporations Attn: Ms. Cynthia Blalock Document Specialist New Filing Section **VIA HAND DELIVERY** 

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tion

American Immigration Attorneys, Inc. Document Number: W06000031106

Dear Ms. Blalock:

RE:

Enclosed please find a copy of the Conveyance and Hold Harmless Agreement regarding the release and permitted use of the name of the above corporation. Also enclosed are two (2) copies of the Articles of Incorporation. It is my understanding that you are still in possession of the original Articles.

Please file these Articles and give my office a call when they are ready and we will have someone pick them up.

If you have any questions, please feel free to give me a call.

Sincerely,

**IGLER & DOUGHERTY, P.A.** 

Van P. Geeker

/mst Encl.

#### **CONVEYANCE AND HOLD HARMLESS AGREEMENT**

COMES NOW this 12th day of July, 2006, JOANNE TINSLEY, ESQ., and STEVEN R. TINSLEY, the owners, sole shareholders, directors and original incorporator(s) of AMERICAN IMMIGRATION ATTORNEY, P. A., a Florida professional association/corporation, presently in inactive status, and hereby convey, individually, jointly and as the sole shareholder(s), directors and incorporators of AMERICAN IMMIGRATION ATTORNEY, P. A., all rights, interests and ownership of the business name, AMERICAN IMMIGRATION ATTORNEY, P. A. to the LAW OFFICES OF GUS VINCENT SOTO, P. A. As consideration for this conveyance, the LAW OFFICES OF GUS VINCENT SOTO, P. A. will pay the sum of \$1,000.00 to JOANNE TINSLEY. This conveyance memorializes the transfer of a singe asset, specifically, the name, and the name only, of the above-referenced inactive professional association. There is no transfer of any other asset or liability effected by this agreement. The obligation to satisfy any unpaid debts of said professional association, of which there are two, shall remain unchanged and shall not, in any way, be construed to be transferred to, or assumed by, THE LAW OFFICES OF GUS VINCENT SOTO, P. A. As of the execution of this agreement, THE LAW OFFICES OF GUS VINCENT SOTO, P. A. shall have sole and exclusive ownership of said business name without assuming any other asset or liability of the professional association which previously did business as AMERICAN IMMIGRATION ATTORNEY, P. A.

That Steven R. Tinsley, Esq., Joanne Tinsley, Esq., and the professional association which previously did business as AMERICAN IMMIGRATION ATTORNEY, P. A., hereby agree to hold THE LAW OFFICES OF GUS VINCENT SOTO, P. A. harmless for any debts owed by said professional association. Likewise, THE LAW OFFICES OF GUS VINCENT SOTO, P. A. shall hold JOANNE TINSLEY, ESQ., and STEVEN R. TINSLEY harmless for any debts created by THE LAW OFFICES OF GUS VINCENT SOTO, P. A. as a result of its use of said business name. It is understood that two debts presently owed under the old business name (a debt for yellow pages advertising and a photocopier lease) are being paid by Steven R. Tinsley, Esq., and Joanne Tinsley, Esq., and that this HOLD HARMLESS AGREEMENT will not obligate them to repay said debts any sooner than they are presently doing so. This is an integrated agreement, the venue for the enforcement of which, shall lie in Osceola County, Florida, exclusively. The parties acknowledge that the telephone number, (407) 344-3344, shall remain the property of the professional association formerly named AMERICAN IMMIGRATION ATTORNEY, P. A and that said number will be disassociated from said name at the earliest possible time while acknowledging that said number is presently published in central Florida telephone books in association with said business name.

even R. Tinsley, Esq.,

Joanne Tinsley, Esq.

## ARTICLES OF INCORPORATION OF AMERICAN IMMIGRATION ATTORNEYS, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

## ARTICLE I NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be AMERICAN IMMIGRATION ATTORNEYS, INC. The principal place of business is 1284B Timberlane Road, Tallahassee, Florida 32312 and mailing address of this Corporation shall be 1284B Timberlane Road, Tallahassee, Florida 32312.

## ARTICLE II NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE III STOCK

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with a par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

## ARTICLE IV POWERS

This Corporation shall have all the corporate powers enumerated in the Royala Basiness Corporation Act.

#### ARTICLE V INCORPORATOR

The name and street address of the Incorporator of this Corporation are as follows:

Richard Pearlman Igler & Dougherty, P.A. 2457 Care Drive Tallahassee, Florida 32308

#### ARTICLE VI TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE VII ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2457 Care Drive, Tallahassee, Florida 32308. The name of the initial Registered Agent of the Corporation at the above address shall be Igler & Dougherty, P.A. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

## ARTICLE VIII NUMBER OF DIRECTORS

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

## ARTICLE IX INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two persons. The name and address of each member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders and thereafter until any successors are elected are as follows:

Name	Address	SECR ALLA	200Ь ,	<del>-1</del> 1
Arthur C. Beal, Jr.	PO Box 14509 Tallahassee, Florida 32317	ETARY O	JUL 21	Salved Sections Sections
Gus Vincent Soto	1284B Timberlane Road Tallahassee, Florida 32312	OF STATE FLORIDA	A 9: 25	Ü

## ARTICLE X OFFICERS

The Corporation shall have a President, a Vice President and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

Name and Title	Address	FE B T
Arthur C. Beal, Jr.	PO Box 14509	CORE I
President	Tallahassee, Florida 3231	7 88 2 17
Gus Vincent Soto	1284B Timberlane Road	Fig D U
Vice President	Tallahassee, Florida 32312	2 FLORES
	ADTICLE VI	16.7 Kg

## ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

- (a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:
- (1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.
- (2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification

in relation to matters as to which such person has been adjudged to have been guilty of gross, negligence or willful misconduct in the performance of his duties to the Corporation.

- (b) Any indemnification under Paragraph (a) shall be made by the Corporation only as a authorized in the specific case upon a determination that amounts for which a director of officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (l) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.
- The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(l) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.
- (d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

## ARTICLE XII FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

## ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 12<sup>th</sup> day of July, 2006.

Richard Pearlman

Incorporator

FILLI)
2006 JUL 21 A 9: 25
SFCRETARY OF STATE

#### CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

American Immigration Attorneys, Inc.., desiring to organize as a corporation under the laws of the State of Florida, has designated Igler & Dougherty, P.A., 2457 Care Drive, Suite 200, Tallahassee, Florida 32308, as its initial registered office and is located at said address, as its initial Registered Agent.

Richard Pearlman Incorporator

Date: July 12, 2006

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

IGLER& DOUGHERTY, P.A.

Richard Pearlman

Attorney

Date: July 12, 2006

SECRETARY OF STATE AND ANSSEE, FLORIDA