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To:

Division of Corporations  
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From:

Account Name : AVELINO J. GONZALEZ, P.A.  
Account Number : 120000000231  
Phone : (305) 261-4000  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Omar Estacio, P.A.**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**OMAR ESTACIO, P.A.**

The undersigned Incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a professional service corporation (the "Corporation") following Chapter 621, Florida Statutes (the "Act"), to wit:

**ARTICLE I-NAME**

The name of the Corporation is OMAR ESTACIO, P.A.

**ARTICLE II-PRINCIPAL OFFICE**

The initial principal place of business or mailing address of the Corporation shall be located at 6780 Coral Way, Miami Fl 33155.

**ARTICLE III- TERM OF EXISTENCE**

The Corporation shall commence its corporate existence upon the filing of these articles with the Florida Department of State, and shall have perpetual existence thereafter, unless sooner dissolved.

**ARTICLE IV-PURPOSE**

The Corporation is organized for the purposes of engaging in the State of Florida in the practice of legal profession and related activities in Venezuelan Law (its "Practice"). The professional services involved in the Corporation's Practice may be rendered only through its directors, officers, agents and employees who shall be duly authorized and licensed to render legal services in the State of Florida as Foreign Legal Consultant in Venezuelan Law. The term "employees" does not include clerks, secretaries, bookkeepers and other assistants.

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The Corporation shall not engage in any business other than those of its Practice. However, this Corporation may invest its funds in real estate, mortgages, stocks, bonds, and other types of investments, and may own real and personal property necessary for the rendering of its professional services.

#### ARTICLE V- AUTHORIZED SHARES

- A. The Corporation is authorized to issue One Hundred thousand (100,000) shares of common stock, each of such shares of stock to be One Cent of United States Dollar each (\$0.01) par value and to be entitled to one vote at shareholder's meetings.
- B. The shares of stock may be issued, and henceforth will be deemed fully paid and non-assessable, for consideration deemed adequate by the board of directors of the Corporation, as may be permissible under the current Florida Statutes.
- C. Notwithstanding the foregoing, the shares of stock of this Corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized or licensed to render services as Foreign Legal Consultant in Venezuelan Law. In the event that a shareholder:
1. becomes disqualified to practice as a lawyer in the State of Florida, or
  2. is elected to public office or accepts employment, that pursuant to lawyer services, places restriction or limitations upon his/her continued rendering of professional services as such or
  3. sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this Corporation to any person ineligible by lawyer or by virtue of these Articles to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by lawyer, or in a manner inconsistent with the provision of this Articles, or the bylaws of this Corporation, or
  4. suffers an execution to be levied upon his/her shares of stock, or it is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such shares of stock in some person other than the shareholders,

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then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately canceled by this Corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payment for the value of such shares of stock, which, in the absence of bylaws, provisions or written agreement between the Corporation and its shareholders, or written agreement among its shareholders, shall be the book of the value thereof as of the last day of the month preceding the month in which any of the above enumerated events occurs. The shareholder whose shares of stock become so forfeited and is canceled by the Corporation, shall forthwith cease to be an employee, officer, director or agent of the Corporation, and except in regards to receiving payment for his/ her shares of stock in accordance with the foregoing, and payment of any other amount then lawyerfully due and owing to said shareholder by the Corporation, such shareholder shall then and thereafter have no further financial interest of any kind in this Corporation.

D. Upon the death or incapacity of a shareholder, his/ her shares of stock shall be subject to purchase by the Corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for in the bylaws of this Corporation, or by written agreement between the Corporation and its shareholders or by written agreement among the shareholders, in a manner consistent with the law and these Articles.

E. No shareholder of this Corporation may sell or transfer any of such shareholder's shares of stock in this Corporation except to another individual who is then duly authorized to practice as Foreign Legal Consultant in Venezuelan Law.

#### ARTICLE VI-BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors who shall be duly licensed to practice as Foreign Legal Consultant in Venezuelan Law.

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Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at special meeting called for that purposed, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors.

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his/ her successor has been elected and qualified, is:

Name of Director:

Director's Address:

OMAR JESUS ESTACIO ZICCARELLI 6780 Coral Way  
Miami, Florida 33155

#### ARTICLE VII- INDEMNIFICATION

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, directors, officers or other persons exercising the Corporation's powers and duties ("the persons"), including when such persons are, or were, serving in any such capacity, at the request of the Corporation as well as its independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

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**ARTICLE VIII-BY LAWS**

The power to adopt, alter, amend or repeal bylaw shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders provide that such bylaw shall be not altered, amended or repealed by the board of directors.

**ARTICLE IX-INCORPORATOR**

The subscriber to these Articles is AVELINO J. GONZALEZ, whose address is 6780 Coral Way, Miami, Florida 33155, who is a practicing attorney in the State of Florida.

**ARTICLE X- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 6780 Coral Way, Miami Fl 3315, and the name of the initial registered agent of the Corporation at that address is Avelino J. Gonzalez. The registered agent hereby accepts such designation and agrees to comply with the provisions of all statutes relative to the proper and complete performance of such office, and accepts his duties and obligations under Florida Statutes.

IN WITNESS WHEREOF, the undersigned, hereby execute and file these articles of Incorporation in the City of Miami, State of Florida, on March 2, 2007.

  
AVELINO J. GONZALEZ

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA )  
 )ss;  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared AVELINO J. GONZALEZ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and the acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida on the first day above written.

 **VANESSA PILOTO**  
MY COMMISSION # DO 504954  
EXPIRES: January 29, 2010  
Bonded thru Notary Public Underwriters

**Notary Public, State of Florida**

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