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FLORIDA PROFIT/NON PROFIT CORPORATION

law offices of lubin & associates, p.a.

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ARTICLES OF INCORPORATION

OF

LAW OFFICES OF LUBIN & ASSOCIATES, P.A.

The undersigned being a natural person and duly licensed to practice law under the laws of the State of Florida, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a Professional Service Corporation pursuant to the provisions of the Professional Service Corporation Act (Chapter 621, Florida Statutes), and the Florida General Corporation Act (Chapter 607, Florida Statutes).

ARTICLE I NAME

The name of the professional service corporation (hereinafter the "corporation") is:

LAW OFFICES OF LUBIN & ASSOCIATES, P.A.

ARTICLE II PURPOSES OF THE CORPORATION

The purposes for which the corporation is organized are as follows:

- (1) To engage in every phase and aspect of the practice of Law.
- (2) To invest in funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of the professional services described in this Article.
- (3) To do everything necessary and proper in accomplishing the purposes set forth in this Article and to do anything incidental thereto which is not forbidden under the laws of the State of Florida, the United States, or any other state county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1000) shares, all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares. Shares of the corporation's stock shall be issued only to individuals who are duly licensed or otherwise legally qualified to practice law in the State of Florida.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation in the State of Florida

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shall be 12865 West Dixie Highway, second Floor, North Miami, Florida 33161 and the name of the initial registered agent for the corporation at that address is Michael H. Lubin. The address of the principal office of the corporation is 12865 West Dixie Highway, second Floor, North Miami, Florida 33161.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

The duration of the corporation shall be perpetual.

ARTICLE VII POWERS OF THE CORPORATION

The corporation shall have all of the powers conferred upon corporations under the Florida General Corporation Act, except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the Florida General Corporation Act.

ARTICLE VIII LIMITATION OF LIABILITY

The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify each director, stockholder, officer, and all other persons, in the absence of fraud, whom it shall have power to indemnify under such provisions, whether then in office or not, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE X INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is one (1). Subsequently, the number of directors shall be determined in accordance with the By-Laws of the corporation. The

name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

Michael H. Lubin
12865 West Dixie Highway
Second Floor
North Miami, FL 33161

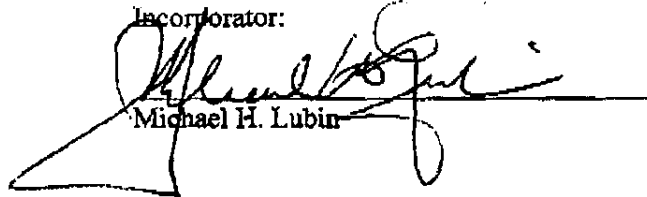
ARTICLE XI INCORPORATOR

The name and address of the incorporator is:

Michael H. Lubin
12865 West Dixie Highway
Second Floor
North Miami, FL 33161

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on this 7th day of January 2008 in the City of North Miami, FL 33161.

Incorporator:



Michael H. Lubin

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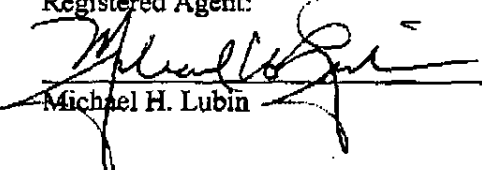
CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. The **LAW OFFICES OF LUBIN & ASSOCIATES, P.A.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 12865 West Dixie Highway, North Miami, FL 33161, has named Michael H. Lubin, whose address is 12865 West Dixie Highway, North Miami, Florida, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


Michael H. Lubin

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