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SECRETARY OF STATE
TALL AHASSEF, FLORID,

B. McKnight FEB 16 2009

C. LINA KELL

Attorney at Law

8201 Peters Road, Suite 1000 Plantation, Florida 33324 E-mail: lina@kellfamilylaw.com Tel: (954) 916-2670 Fax: (954) 916-2671 Cell: (786) 210-0952

February 10, 2009

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

VIA REGULAR U.S. MAIL

Re: Law Office of C. Lina Kell, P.A.

Dear Sir or Madam:

Enclosed please find on original and two (2) copies of the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$87.50 for the filing fee, certified copy, and certificate of status.

Please file the original Articles of Incorporation and return a certified copy and the certificate of status to me at the above address. If there are any problems, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

C Hina Kell

C. Lina Kell

ARTICLES OF INCORPORATION

<u>OF</u>

LAW OFFICE OF C. LINA KELL, P.A.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a professional service Corporation for profit under Chapter 621, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is LAW OFFICE OF C. LINA KELL, P.A.

ARTICLE II - GENERAL PURPOSE

This Corporation is organized for the purpose of engaging in the practice of law ring in the practice of law ring

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The initial address of the business of the Corporation shall be: 8201 Peters Road, Suite 1000, Plantation, Florida 33324; the principal place of business of the Corporation shall be BROWARD COUNTY, FLORIDA.

<u>ARTICLE V</u> - INCORPORATOR

The name and address of the incorporator of this Corporation is:

C. LINA KELL 8201 Peters Road, Suite 1000 Plantation, Florida 33324

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

C. LINA KELL 8201 Peters Road, Suite 1000 Plantation, Florida 33324

ARTICLE VII - INITIAL OFFICERS

The names of the initial officers of this Corporation are:

President/Treasurer/Secretary: C. LINA KELL

whose addresses shall be the same as the principal address of this Corporation.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IX – PRE-EMPTIVE RIGHTS

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class of classes, or to which is attached or pertinent any warrant or warrants, or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE X – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

<u>ARTICLE XI – INITIAL REGISTERED AGENT</u>

The initial registered agent of this Corporation is C. LINA KELL, and the address of the initial registered agent of this Corporation is 8201 Peters Road, Suite 1000, Plantation, Florida 33324.

ARTICLE XII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the Corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the Corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the Corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE XIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which she may be involved or to which she may be made a party by reason of her being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of her duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which she may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, Corporation existence shall begin when these Articles are filed with the Department of State.

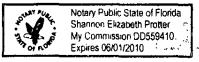
ARTICLES XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this Corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the Corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

My Commission Expires:



WITNESS my hand and seal this *to* day of February, 2009.

CERTIFICATE OF REGISTERED AGENT

This is a certificate designating place of business or domicile for the service of process within Florida and naming agent upon whom process may be served.

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

First, that LAW OFFICE OF C. LINA KELL, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8201 Peters Road, Suite 1000, Plantation, Florida 33324, has named C. LINA KELL, of 8201 Peters Road, Suite 1000, Plantation, Florida 33324, as its registered agent to accept service of process within Florida.

CAMUNUL MUV CORPORATE OFFICER

TITLE: <u>President</u>

DATE: 21009

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCES FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I THEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

REGISTERED AGENT

DATE: 21009