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FLORIDA PROFIT/NON PROFIT CORPORATION

Albert Diaz-Silveira P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALBERT DIAZ-SILVEIRA P.A.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under Chapters 607 the Florida Business Corporation Act and 621 the Professional Service Corporation and Limited Liability Company Act of the laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this Corporation shall be Albert Diaz-Silveira P.A. The initial mailing address of the Corporation shall be 1001 Brickell Bay Drive, Suite 2110, Miami, Florida 33131.

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

A. To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation shall engage.

B. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

C. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

D. To form and become a participant in any partnership, limited partnership, or joint venture with any individuals, firms, corporations, or entities, and to become a *shareholder in any corporation for profit*, and to become a member of any association, nonprofit corporation or other entity.

E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act *legal under the laws of the State of Florida* with all the powers conferred on corporations by the laws of the State of Florida.

F. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions in effect.

G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in the Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Corporation Act currently enacted and as may be hereafter amended or suspended by any other statute.

ARTICLE III

DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV

PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida pursuant to Florida Statutes. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by which the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of law practice.

ARTICLE V

INCORPORATOR/REGISTERED AGENT

The name and post office address of the sole incorporator and registered agent is:

Albert Diaz-Silveira
1001 Brickell Bay Drive, Suite 2110
Miami, FL 33131

ARTICLE VI

DIRECTOR

The name and address of the first Board of Directors is:

Albert Diaz-Silveira
1001 Brickell Bay Drive, Suite 2110
Miami, FL 33131

ARTICLE VII

SHARE STRUCTURE

7.1 The maximum number of shares that the Corporation is authorized to have outstanding is 1,000 shares. All shares shall be common with a par value of one dollar (\$1.00) per share.

7.2 No share of stock of this Corporation shall be issued or transferred to any person who is not a licensed to practice law.

7.3 The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

7.4 To the extent permissible under the laws of the State of Florida, consent by the vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall

be required by laws of the state of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE VIII

AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each withstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

ARTICLE IX

INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

No director or officer shall be accountable or responsible to the Corporation of or in respect to any act of the Corporation for any gains or profits directly or indirectly realized by reason of the fact that the Director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholders, director, or trustee; any trust of which he or she is connected is interested in the act. The fact that the director or officer, or that the firms, corporation, trust or other entity is interested shall be disclosed or shall have been known to the Board of Directors at which action in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question is whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE X

INDEMNIFICATION

10.1 The Corporation, to the fullest extent authorized or permitted by the provisions of Section 607.0850 of the Florida Business Corporation Act, as amended (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification or advancement of expenses which is adopted after the date this Article VII is adopted), shall indemnify against liability, and advance expenses to, any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or is or was serving as a director or officer of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation. Officers and directors who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of Section 607.0850(6) Fl.Stat. or any amended or successor section. The provisions of this Section 1 shall not be construed to mean that indemnification and advancement of expenses by the Corporation pursuant to Section 607.0850(7) Fl.Stat. is not permitted. The Corporation may indemnify and advance expenses to any person pursuant to Section 607.0850(7) Fl.Stat., or any amended or successor section, to the extent and in the manner desired by the Corporation and permitted by law. Terms used in this Section 1 shall have the meanings ascribed to them in 607.0850(11) Fl.Stat. or any amended or successor section.

10.2 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 or her continued rendering of such professional services, he or she 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 or her all amounts owing and lawfully due to him or her by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI

SEVERANCE AND TERMINATION OF EMPLOYMENT

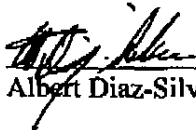
If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she 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 or her all amounts owing and lawfully due to him or her by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE XII

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 valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of July, 2012.



Albert Diaz-Silveira

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ALBERT DIAZ-SILVEIRA P.A., desiring to organize as a corporation under the
laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 2110, Miami, Florida
33131, as its initial Registered Office and has named Albert Diaz-Silveira, located at said address
as its initial Registered Agent.

By: 

Albert Diaz-Silveira
Incorporator

Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. The undersigned further agrees to comply with the provisions of all statutes relating to
the proper and complete performance of the undersigned's duties, and the undersigned is familiar
with and accepts the obligations of the undersigned's position as registered agent.

By: 

Albert Diaz-Silveira
Registered Agent