

LAW OFFICES
JOSEPH J. MANDINA, P.A.

ATTORNEYS AT LAW
300 SEVILLA AVENUE, SUITE 305
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P95000005508

December 23, 1994

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

400001374254
-01/10/95--01009--010
****122.50 ****122.50

Re: Joseph J. Mandina, P.A.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,

Audrie Aguilar

AUDRIE AGUILAR
Legal Secretary for
Joseph J. Mandina, Esq.

enc

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1995 JAN 23 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOB 1/1/95
534, 615
2095-714
P95-5508



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 11, 1995

AUDRIE AGUILAR
JOSEPH J. MANDINA, P.A.
300 SEVILLA AVE., SUITE 305
CORAL GABLES, FL 33134

SUBJECT: JOSEPH J. MANDINA, P.A.
Ref. Number: W9500000714

We have received your document for JOSEPH J. MANDINA, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 095A00001219

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name and address of the corporation shall be Joseph J. Mandina, P.A., 300 Sevilla Avenue, Suite 305, Coral Gables, FL 33134.

ARTICLE II
PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys in the State of Florida.
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the

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purposes herein set forth and to do anything incidental thereto
which is not forbidden under the law of the State of Florida.

ARTICLE III
CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand shares of common stock at one cent per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV
DURATION

The corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT

The address of this corporation's initial registered office is the same as the principal address which is 300 Sevilla Avenue, Suite 305, Coral Gables, FL 33134 and the name of its initial registered agent at said address is Joseph J. Mandina, Esquire.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designation in this document, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in the Florida Statutes 607.0505.


Registered Agent

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TALLAHASSEE, FLORIDA

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is as follows:

Joseph J. Mandina, Esq.
300 Sevilla Avenue, Suite 305
Coral Gables, FL 33134

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Joseph J. Mandina, Esq.
300 Sevilla Avenue, Suite 305
Coral Gables, FL 33134

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, 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 continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and 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 all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X **INFORMAL DIRECTOR ACTION**

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

ARTICLE XI **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII **BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the law of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 17th day of January, 1995.



INCORPORATOR



REGISTERED AGENT