

P95000019396

RICHARD A. ALAYON
10440 S.W. 71 AVENUE
MIAMI, FLORIDA 33156

March 1, 1995

VIA UNITED STATES EXPRESS MAIL

Secretary of State
Attention: New Filings
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

7000001424737
03/03/95-0100A-003
***122.50 ***122.50

Re: Alayon & Associates, Inc.

Dear Sir or Madam:

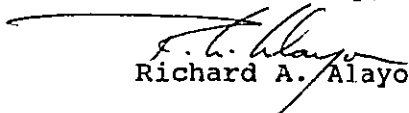
Enclosed please find an original and one copy of Articles of Incorporation of Alayon & Associates, Inc.

Also enclosed is my personal check in the amount of \$122.50, covering the following costs:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Designation of Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return one certified copy to me in the enclosed self-addressed, stamped envelope.

Yours Truly,


Richard A. Alayon

Enclosure

FILED
MAR 03 1995
TALLAHASSEE, FLORIDA

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RRB
3/09/95
P95-19396

FILED
1935 MAR -8 12 30

ARTICLES OF INCORPORATION
OF
Alayon & Associates, P.A.

The undersigned, acting as incorporator, signs and adopts the following Articles of Incorporation for the purpose of forming a corporation under the Professional Service Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: Alayon & Associates, P.A.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation is formed for the purpose of engaging in the business of providing legal services through attorneys licensed to practice law in the State of Florida and all related services, and in all businesses incidental thereto and may engage in any activity or business permitted under the Florida Professional Service Corporation Act. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$.01	Common

ARTICLE V

The street address of the initial registered office of the corporation shall be 10440 S.W. 71st Avenue, Miami, Florida 33156, and the initial registered agent of the corporation at that address shall be Richard Alan Alayon.

ARTICLE VI

The principal office and mailing address of the registered office of the corporation shall be 10440 S.W. 71st Avenue, Miami, Florida 33156.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
Richard Alan Alayon	10440 S.W. 71st Avenue Miami, FL 33156

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VIII

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Richard Alan Alayon	10440 S.W. 71st Avenue Miami, FL 33156

FILED
1995 MAR -9 PM 2:31
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

Executed at Miami, Florida on March 1, 1995.

Incorporator

Richard Alan Alayon
Richard Alan Alayon

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2nd day of March, 1995 by Richard Alan Alayon, a resident of the State of Florida, residing at 10440 S.W. 71st Avenue, Miami, Florida 33156, who is personally known to me or who has produced _____ as identification.

OFFICIAL NOTARY SEAL
ANA BENITEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC203660
MY COMMISSION EXP. MAY 26, 1996

Ana Benitez
Print Name: ANA BENITEZ
Notary Public
State of Florida at Large
My Commission Expires: 5/96

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Alayon & Associates, P.A., in the foregoing Articles of Incorporation, the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by the Florida Statutes.

Richard Alan Alayon
Richard Alan Alayon

ALAYON & PERLMAN

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

2450 S.W. 137TH AVENUE

SUITE 228

MIAMI, FLORIDA 33175

TELEPHONE (305) 221-2110

RICHARD ALAN ALAYON (N.Y., FL. & T.C.)
JEFFREY C. PERLMAN (TX., FL. & FED)
MARY E. PEÑA (FL. & FED)

FACSIMILE
(305) 221-5321

PA 5000019396
June 5, 1996

Ms. Gretchen Harvey
Registrations Section
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

000001860460
-06/12/96--01126--001
*****35.00 *****35.00

Re: Alayon & ~~Perlmán~~, P.A. ASSOCIATES, P.A.

Dear Ms. Harvey:

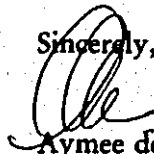
Enclosed please find the 1996 Profit Corporation Annual Report along with our Check No. 1847 for \$225.00 for the above referenced corporation.

Also enclosed, please find an amendment for change of name and addition of officer to said corporation, along with Check No. 1848 in the amount of \$35.00.

Please ensure that the State's records reflect our firm's correct name and address. As we reported to your office, we requested the form earlier but never received it.

Thank you in advance for your many courtesies and cooperation.

Sincerely,



Aymee de Lamar
Secretary to,
Richard A. Alayon, Esq.

Name	PA5000019396	
Availability	PA5000019396	
Document Examiner	GSH	
Updater	GSH	
Updater Verifier	GSH	
Acknowledgement	GSH	
W. P. Verifier	GSH	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 11 PM 2:57

AMENDMENT TO ARTICLES OF INCORPORATION
**ACTION BY WRITTEN CONSENT OF ALL OF THE
DIRECTORS AND THE SHAREHOLDERS OF**
ALAYON & ASSOCIATES, P.A.

The undersigned, constituting all of the Directors and the Shareholders of ALAYON & ASSOCIATES, P.A. Florida corporation (the "Corporation"), hereby waive all formal requirements to the actions set forth herein, including the holding and notice of a meeting, and hereby consent in writing to adopt the following actions:

1. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I

The name of the corporation shall be Alayon & Peña, P.A."

2. The appropriate officers of the Corporation are hereby authorized and directed to execute such documents, and to do such things, as are necessary to effectuate the amendment.

Dated this 21st day of May, 1996.



Richard Alan Alayon, Esq.
Director and Shareholder



Maria E. Peña, Esq.
Director and Shareholder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 11 PM 2:57

21444

P95000019396

2450 B.W. 13TH AVENUE
SUITE 222
MIAMI, FLORIDA 33175
TELEPHONE (305) 221-2110

FACSIMILE
(305) 221-5321

September 14, 1995

VIA Federal Express

Secretary of State
Attention: Amendments\Mergers Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300001586423
-09/15/95--01077--020
****122.50 ****122.50

Re: Alayon & Associates, P.A. and Alayon & Perlman,
P.A.

Dear Sir or Madam:

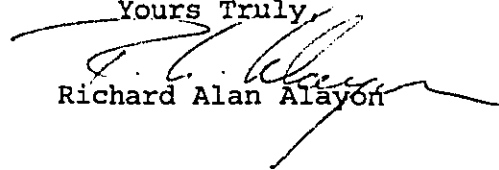
Enclosed please find an original and one copy of the Articles
and Certificate of Merger and the Plan of Merger relating to the
above-referenced corporations.

Also enclosed is a check in the amount of \$122.50, covering
the following costs:

Filing Fee	\$70.00
Certified Copy Fee	\$52.50

Please file the enclosed documents and return one certified
copy to me in the enclosed self-addressed, stamped envelope.

Yours Truly,


Richard Alan Alayon

Enclosure

This merger was originally filed in error
on 9/15/95 with the survivor being P95000057426.
Record corrected and survivor changed to P95000019396
on 6/10/96. /sp

FILED
95 SEP 15 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. HENDRICKS SEP 19 1995

merger



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ALAYON & PERLMAN, P.A., a FL Corp., #p95000057426

INTO

ALAYON & ASSOCIATES, P.A., a Florida corporation, P95000019396.

File date: September 15, 1995

Corporate Specialist: Susan Payne

ARTICLES AND CERTIFICATE OF MERGER

OF

ALAYON & PERLMAN, P.A.

INTO

ALAYON & ASSOCIATES, P.A.

FILED
95 SEP 15 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations adopt the following Articles and Certificate of Merger and set forth:

1. The names of the corporations which are parties to the merger, and the name of the surviving corporation are as follows:

Parties to the Merger

Alayon & Associates, P.A.

Alayon & Perlman, P.A.

Surviving Corporation

Alayon & Associates, P.A.

2. There shall be no amendments to the Articles of Incorporation of the surviving corporation as a result of the merger.

3. A copy of the Plan and Agreement of Merger of Alayon & Perlman, P.A. into Alayon & Associates, P.A. is attached hereto and made a part hereof.

4. The dates of unanimous adoption by the shareholders and directors of the Plan and Agreement of Merger were:

<u>Name of Corporation</u>	<u>Date</u>
Alayon & Perlman, P.A.	September 13, 1995
Alayon & Associates, P.A.	September 13, 1995

4. The manner in which any exchange, classification, or cancellation of issued shares shall be effected shall be as follows:

Upon the Merger becoming effective, each share of issued and outstanding common stock of Alayon & Perlman, P.A. shall be exchanged for one (1) share of Common Stock of Alayon & Associates, P.A., resulting in the following outstanding stock and stock ownership in Alayon & Perlman, P.A.:

<u>Name of Stockholder</u>	<u>Shares</u>
Richard Alan Alayon, Esq.	500


5. This Merger shall be executed pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and shall be effective on September 1, 1995.

ALAYON & ASSOCIATES, P.A.

By: 
Richard Alan Alayon, President

and: 
Richard Alan Alayon, Secretary

ALAYON & PERLMAN, P.A.

By: 
Richard Alan Alayon, President

and: *Richard Alan Alayon*
Richard Alan Alayon, Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of September, 1995 by Richard Alan Alayon, Esq., President and Secretary of Alayon & Associates, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me did (did not) take an oath.

Janett M. Equed
Name: _____
Serial Number: _____
Notary Public
State of Florida at Large

My Commission Expires:



JANETT M. EQUED
My Commission CC404070
Expires Oct. 14, 1998
Bonded by NFNU
900-224-6368

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of September, 1995 by Richard Alan Alayon, Esq., President and Secretary of Alayon & Perlman, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me and did (did not) take an oath.

Janett M. Equed
Name: _____
Serial Number: _____
Notary Public
State of Florida at Large

My Commission Expires:



JANETT M. EQUED
My Commission CC404070
Expires Oct. 14, 1998
Bonded by NFNU
900-224-6368

PLAN OF MERGER

This Plan of Merger made and entered into as of this 1st day of September, 1995, by and between the following corporations (hereinafter collectively referred to as the "Merging Corporations"):

Alayon & Associates, P.A., a Florida corporation
Alayon & Perlman, P.A., a Florida corporation

WHEREAS, Alayon & Associates, P.A. (hereinafter referred to as "A & A") is a corporation organized and existing under the laws of the State of Florida, having been incorporated on March 8, 1995 and having an authorized capital stock of 10,000 shares, common stock, at \$.01 par value, of which 500 shares are issued and outstanding to Richard Alan Alayon, Esq. ; and

WHEREAS, Alayon & Perlman, P.A. (hereinafter referred to as "A & P"), is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on July 24, 1995, and having an authorized capital stock of 10,000 shares, common stock, at \$.01 par value, of which 500 shares are issued and outstanding to Richard Alan Alayon, Esq.; and

WHEREAS, the Board of Directors of each of the merging corporations, have, by resolution, established that it is advisable for the general welfare and advantage of each of the Merging Corporations that they merge into a single surviving corporation under the laws of the State of Florida, which shall be Alayon & Associates, P.A. and that it, as the surviving corporation of the merger (hereinafter referred to as the Surviving

Corporation"), shall not be a new corporation, but shall be the continuation of Alayon & Associates, P.A., one of the Merging Corporations, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger as set forth herein (hereinafter called the "Merger"); and

WHEREAS, the entire outstanding capital stock of both of the merging corporations is held by Richard Alan Alayon, Esq.;

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of the Surviving Corporation in accordance with the provisions of Section 607.1101 of the Florida Statutes, hereby execute these Articles of Merger and Plan of Merger for the purposes of complying with the Florida Statutes.

I. This Merger shall become effective on the date of filing in the office of the Secretary of the State of Florida.

II. The names of the Corporations, who are parties to this Merger, are as follows:

ALAYON & ASSOCIATES, P.A.

and

ALAYON & PERLMAN, P.A.

III. The Surviving Corporation shall be ALAYON & ASSOCIATES, P.A.

IV. The following Plan was unanimously adopted in a resolution by the Board of Directors of the Surviving Corporation on September 13, 1995.

V. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be as follows:

A. Upon the Merger becoming effective, all shares of Alayon & Associates, P.A. shall be deemed canceled. Richard Alan Alayon, Esq., the sole shareholder of both of the merging corporations, shall retain 500 shares of the Common Stock of Alayon & Perlman, P.A., representing all of its outstanding capital stock on the date of merger.

VI. The By-Laws of the Surviving Corporation in effect at the time the Merger become effective shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended, or repealed.

VII. Officers and Directors of the Surviving Corporation, in effect at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation and they shall hold office until their successors are duly elected and qualified. The only such officer is Richard Alan Alayon, Esq., President, Secretary and Treasurer.

VIII. A copy of the Plan of Merger has been delivered to Mr. Alayon, who is the sole shareholder of both merging corporations on the date hereof. He has reviewed and approved same.

IX. There are no shareholders of Alayon & Associates, P.A. who wish to dissent from the Merger.

X. Upon the filing of the Articles of Merger as provided by the laws of the State of Florida, the separate existence of all corporations, except the Surviving

Corporation, shall cease and the Surviving Corporation shall have all their rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a Corporation organized under the laws of the State of Florida.

XI. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Merging Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses and actions, and all and every other interest of or belonging to, or due to each of the Corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the merging corporations shall not revert or be in any way impaired by reason of this Merger.

XII. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the merged Corporation; and, any claim existing or action or proceeding pending by or against the merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the merged corporation. Neither the rights of creditors nor any liens upon the property of any of the merging corporations shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the President and Secretary of the Surviving Corporation and acknowledged by one of the officers of the Surviving Corporation.

ALAYON & ASSOCIATES, P.A.

By: *R. A. Alayon*
RICHARD ALAN ALAYON, President

Attest: *R. A. Alayon*
RICHARD ALAN ALAYON,
Secretary

ALAYON & PERLMAN, P.A.

By: *R. A. Alayon*
RICHARD ALAN ALAYON, President

Attest: *R. A. Alayon*
RICHARD ALAN ALAYON,
Secretary

**ACKNOWLEDGMENT OF SECRETARY OF
ALAYON & ASSOCIATES, P.A.**

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED, that on this day before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally came RICHARD ALAN ALAYON, Secretary of ALAYON & ASSOCIATES, P.A., a Florida corporation, a party to the above and foregoing Agreement, known to me personally to be the Secretary of said Corporation, and before me acknowledged said Agreement to be his act, deed and agreement, and the seal affixed hereto to be the corporate seal of said Corporation, and that the signing, seal, acknowledgment and delivery of said Agreement was duly authorized by resolution of the Board of Directors of

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of September, 1995.



JANET M EQUED
My Commission 00400070
Expires Oct. 14, 1998
Bonded by NFNU
800-224-6368

Janet M. Equed Signature
_____ Print

(Notary's Name)
Notary Public, State of Florida

Notary Stamp:

My commission expires:

