

P95000020611

LAW OFFICE  
Richard J. O'Hare  
PROFESSIONAL ASSOCIATION

1550 MADRUGA AVENUE  
SUITE 120  
CORAL GABLES, FLORIDA 33146  
(305) 661-4600 - DADE  
(305) 771-9909 - BROWARD  
(305) 284-9186 - FAX

March 10, 1995

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: FAZEKAS ACCOUNTING SERVICES, P.A.  
ARTICLES OF INCORPORATION

Ladies and Gentlemen:

Enclosed please find the following items:

1. Original and one copy of articles of incorporation;
2. Check in the amount of \$122.50; and
3. Return Federal Express airway bill and envelope.

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-03/15/95--01054--021  
\*\*\*\*122.50 \*\*\*\*122.50

Please forward the certified copy of the articles to me in the enclosed Federal Express envelope.

If you have any questions or require any additional information, please telephone me.

Thank you for your attention to this matter.

With kind regards, I am,

Very truly yours,



Richard J. O'Hare, Esquire

/rmt

Enclosures.

wp51\corp\covetodi.enc

*check amount  
assigned  
called 3/14  
and then bill amount*

*ST  
3/14*

**ARTICLES OF INCORPORATION**  
**-of-**  
**FAZEKAS ACCOUNTING SERVICES, P.A.**

FILED  
MAR 13 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby incorporates a professional association (i.e. professional service corporation, hereinafter "Corporation") under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities (Subject to the limitations of F.S.A. Section 621.01) and liabilities of corporations for profit.

**ARTICLE I**

The name of the corporation is Fazekas Accounting Services, P.A.

**ARTICLE II**

The general nature of the business to be conducted and carried on by this Corporation is:

- A. Accounting services.
- B. To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to improve, construct, own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in real and personal property, and services of every class, kind and description within the provisions of F.S.A. Chapter 621 as applicable to Professional Associations.

C. Pursuant to F.S.A. Sections 621.09, and 621.10 this corporation shall only have shareholders, officers, and directors duly qualified and licensed to practice and render accounting services as in the State of Florida, and duly admitted to the practice of accounting.

D. The Corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the Corporation, or to enhance the value of its assets in keeping with the rules and regulations governing the rendition of services in the practice of accounting.

E. Any meeting of the Stockholders or Directors may be held within or without the State of Florida, at such place as the Bylaws of the Corporation may designate.

F. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

G. 1. The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

2. To the extent that earned surplus or capital surplus is issued as the measure of the Corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation

of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or cancelled.

3. Notwithstanding the limitations contained in subsection "1", the Corporation may purchase or otherwise acquire its own shares for the purpose of:

- a. Eliminating fractional shares.
- b. Collecting or compromising indebtedness to the Corporation.
- c. Paying dissenting Shareholders entitled to payment for their shares under the provisions of the General Corporation Act.
- d. Effecting, subject to the other provisions of the General Corporation Act, the retirement of its redeemable shares by redemption or by purchase not to exceed the redemption price.

4. No purchase of or payment for its own shares shall be made by a corporation at a time when the corporation is insolvent or when such payment would make it insolvent.

H. The Corporation may keep the books of the Company outside the State of Florida, except as may otherwise be provided by law.

I. The Corporation may make bylaws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Articles of Incorporation.

J. The Corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to hold, buy and sell stock of other corporations; to secure any indebtedness due it in the same manner

common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property of other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

K. The Stockholders shall have the power, either in the Bylaws of the Corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make and limitations on the sale, assignment, transfer, pledge, hypothecation or other disposition of the stock of the Corporation, as to which the Stockholders of the Corporation deem necessary and/or proper, for the best interests of the Corporation.

1. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

### ARTICLE III

A. The Stockholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which said agreement shall be binding upon all persons.

B. The maximum shares of stock which this Corporation is authorized to have outstanding at any time shall be One Hundred (100) share with a one dollar (\$1.00) par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued thereunder, said offering of this

stock under said provisions of the Internal Revenue code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

C. All of the aforementioned stock is to be issued as fully paid for and non-assessable.

D. There shall be preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to acquire shares. Stock in other corporations in going businesses may be purchased by the Corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

#### **ARTICLE IV**

The amount of capital with which this Corporation may begin business shall not be less than One Hundred and No/100 Dollars (\$100.00).

#### **ARTICLE V**

The existence of this Corporation is perpetual.

#### **ARTICLE VI**

The name and street address of the initial registered agent and registered office of this Corporation is:

Richard J. O'Hare, Esquire  
1550 Madruga Avenue, Suite 120  
Coral Gables, Florida 33146

The principal mailing address of this Corporation is:

Fazekas Accounting Services, P.A.  
15505 Bull Run Road  
P.O. Box 261  
Miami Lakes, Florida 33014

However, this Corporation may, from time to time, move the principle office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

#### ARTICLE VII

The Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by bylaws adopted by the Stockholders, but shall never be less than one.

A. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the Bylaws of the Corporation.
2. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
3. To set apart, out of any funds of the Corporation available for dividends, a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was created.
4. When, and as authorized by the affirmative vote of the holders of all of the stock issued and outstanding having voting power given at a Stockholders' Meeting

duly called for that purpose or when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchise, upon such terms and conditions and for such consideration which may be in whole, or in part, shares of stock in and/or other securities of any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

#### **ARTICLE VIII**

The name and street address of the sole director is:

Laszlo Fazekas, Jr.  
15690 Bull Run Road, Apt. 291  
Miami Lakes, Florida 33014

#### **ARTICLE IX**

The name and street address of the incorporator of these Articles of Incorporation is:

Richard J. O'Hare  
1550 Madruga Avenue, Suite 120  
Coral Gables, Florida 33146

#### **ARTICLE X**


A. In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, and to alter and amend the Bylaws of this Corporation, to fix the amount to be reserved as working capital over the above its capital stock paid in, and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchises of this Corporation.



B. This Corporation may, in its Bylaws, confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

C. No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is, or are, interested in, or is a member stockholder, director or officer of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this Corporation, is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may in anywise be interested; directors, when so interested, shall be counted presents at Directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

IN WITNESS WHEREOF, the incorporator of these Articles of Incorporation has hereunto set his hand and seal this 10 day of March, 1995.

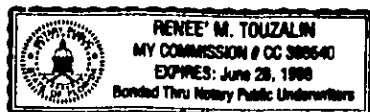
  
Richard J. O'Hare

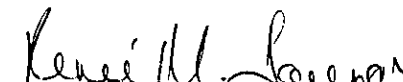
RECEIVED  
MAR 13 1995  
STATE OF FLORIDA  
COUNTY OF DADE

STATE OF FLORIDA }  
COUNTY OF DADE }

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgements, Richard J. O'Hare personally appeared Richard J. O'Hare, to me known to be the person described in the foregoing Articles of Incorporation as the incorporator in, and who executed the same. He is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State name above this 10<sup>th</sup> day of March, 1995.



  
Notary Public, State of Florida  
Print Name: RENEE M. TOUZALIN

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:   
RICHARD J. O'HARE