

P950000 22347

CHRISTOPHER P. KELLEY

ATTORNEY AT LAW

TELEPHONE  
(305) 893-6004  
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1000 BISCAYNE BOULEVARD  
SUITE 205  
MIAMI, FLORIDA 33101

March 3, 1995

SECRETARY OF STATE  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

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-03/07/95--01055--008  
+++132.00 +++132.00

Re: Christopher P. Kelley, P.A.

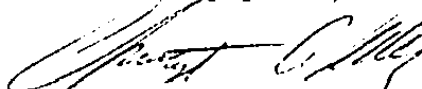
JOSEPH C. FRECHETTE JR., P.A.

Dear Sir or Madam:

Enclosed please find my operating account check in the amount of \$132.00, and Articles of Incorporation, with a copy for the registration of the above corporations.

Thank you for your cooperation.

Very truly yours,



Christopher P. Kelley, Esquire.

CPK/ds  
Enclosures

DMC  
3/8/95

630

~~W95-5443~~  
FILED  
5 MAR 20 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

March 8, 1995

CHRISTOPHER P. KELLEY, ESQUIRE  
11098 BISCAYNE BOULEVARD  
SUITE 205  
MIAMI, FL 33161

SUBJECT: JOSEPH C. FRECHETTE JR., P.A.  
Ref. Number: W9500005143

We have received your document for JOSEPH C. FRECHETTE JR., P.A. and your check(s) totaling \$132.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 795A00010435

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**CHRISTOPHER P. KELLEY**

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1000 BISCAYNE BOULEVARD  
SUITE 205  
MIAMI, FLORIDA 33131

March 13, 1995

SECRETARY OF STATE  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Christopher P. Kelley, P.A.

JOSEPH C. FRECHETTE JR., P.A.

Dear Sir or Madam:

Enclosed please find copy of your correspondence dated March 8, 1995, and Articles of Incorporation, with a copy for the registration of the above corporation.

Thank you for your cooperation.

Very truly yours,



Christopher P. Kelley, Esquire

CPK/ds  
Enclosures

ARTICLES OF INCORPORATION

OF

JOSEPH C. FRECHETTE JR., P.A.

FILED  
55 MAR 20 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(A professional association organized pursuant to the  
Professional Service Corporation Act, Chapter 621,  
Florida Statutes)

I, the undersigned incorporator, hereby make, subscribe and  
acknowledge, and file with the Department of State of the State of  
Florida these Articles of Incorporation for the purpose of forming  
a corporation for profit in accordance with the laws of the State  
of Florida.

ARTICLE I  
CORPORATE NAME

The name of this corporation shall be:  
JOSEPH C. FRECHETTE JR., P.A.

ARTICLE II  
DURATION

This corporation shall commence its existence immediately upon  
the filing of these Articles of Incorporation and shall exist  
perpetually thereafter unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

The general purpose or purposes for which this corporation is  
initially organized shall include and are as follows:

(1) To engage in the business of rendering professional legal  
services to the general public and to do all things in connection  
therewith that are customarily done by attorneys and counselors-at-  
law under the laws of the State of Florida and in accordance with  
the Professional Service Corporation Act; provided, however, that  
such professional services shall be rendered only through officers,  
employees and agents who, if so required by law, are duly licensed  
to practice said profession in the State of Florida.

(2) To carry on any lawful pursuit necessary or incidental to  
the accomplishment of the purposes or the attainment of the objects  
of this corporation to such extent as a corporation organized under  
the Professional Service Corporation Act may now or may hereafter  
lawfully do.

ARTICLE IV  
CAPITAL STOCK

(1) The aggregate number of shares which this corporation  
shall have authority to issue is 7,500 and such shares are to  
consist of one class only, namely Common Stock, and the par value  
of each of the shares shall be \$1.00.

(2) Each share of Common Stock shall entitle the holder  
thereof to one vote on each matter to be voted on at any meeting of  
shareholders.

(3) In the election of directors of this corporation there  
shall be no cumulative voting of the stock entitled to vote at such  
election.

(4) All or any part of the Common Stock may be issued for  
such consideration whether in cash, in property, or in labor or  
service at a fair valuation not less than the par value of the  
shares issued therefore, as shall be fixed by the Board of  
Directors. All stock when issued shall be paid for and shall be  
nonassessable.

(5) The holders of the Common Stock of the corporation shall  
have the preemptive rights to subscribe for and purchase their  
proportionate share of any additional stock issued by the  
corporation from and after the issuance of the share originally

subscribed for by the shareholders of this corporation, whether such shares are to be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE V  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

This initial registered office of this corporation shall be at 11098 Biscayne Boulevard, Suite #205, Miami, 33161 and the name of its initial registered agent at such address shall be JOSEPH C. FRECHETTE JR.

ARTICLE VI  
BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than (1) and not more than fifteen (15) members, the number of the same to be fixed by the shareholders or by the corporate-by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE VII  
SUBSCRIBERS

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, each incorporator and subscriber shall have all the rights and powers of a shareholder, including, without limitation, power to elect a Board of Directors pursuant to Articles IV and VI above. The Board of Directors shall be elected as soon as convenient after filing these Articles.

ARTICLE VIII  
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>
JOSEPH C. FRECHETTE, JR.	11098 Biscayne Boulevard, Suite #205 Miami, Florida 33161

ARTICLE IX  
TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested, shall be disclosed . . . shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or not so interested.

ARTICLE X  
BY-LAWS

(1) The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by the vote of shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the shareholders. No by-law which has been altered, amended or repealed by such vote of the shareholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of the shareholders.

(2) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State of the United States.

ARTICLE XI  
AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the rights to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

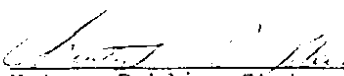
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated this 17<sup>th</sup> day of March, 1995.

  
JOSEPH C. FRECHETTE JR., ESQUIRE

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF DADE       )

BE IT REMEMBERED that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared JOSEPH C. FRECHETTE, JR., to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 13<sup>th</sup> day of March, 1995.

  
Notary Public, State of Florida  
At Large

My commission expires:

FILED

95 MAR 20 11:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
ACCEPTANCE OF REGISTERED AGENT OF DESIGNATION

Pursuant to Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That JOSEPH C. FRECHETTE JR., P.A., is qualified to do business under the laws of the State of Florida with its principal office at 11098 Biscayne Boulevard, Suite #205, Miami, Florida 33161, has appointed:

JOSEPH C. FRECHETTE JR.

as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the 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.

  
\_\_\_\_\_  
JOSEPH C. FRECHETTE JR., Registered  
Agent