

ELECTHONIC FILING COVER SHEET

TO: DIVIBION OF CORPORATIONS FROM: EMPINE CORPORATE KIT COMPANY DEPARTMENT OF STATE

1492 W FLAGLER ST STATE OF FLORIDA

409 EAST GAINES STREET TALLAHASSEE, FL 32399 SULTE 200 MIAMI FL 33135-~00000

CONTACT: RAY FAX: (904) 922-4000 **BTORMONT** PHONE: (305) 541-3694 FAX: (305) 541-3770

(((B81E000003188))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROBERT I. SHAPIRO, P.A.

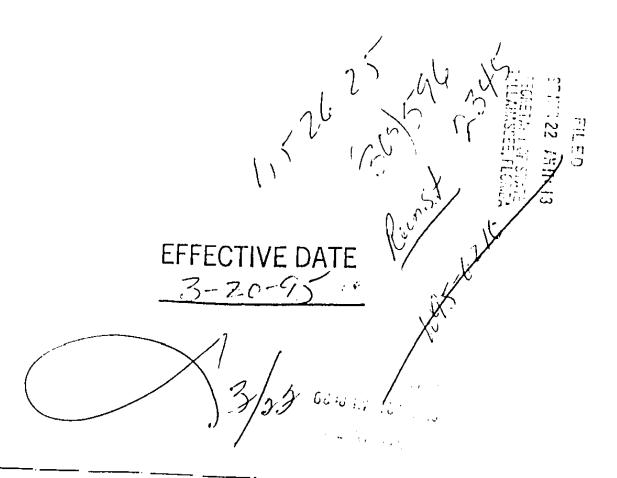
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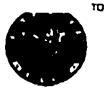
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### FLORIDA DEPARTMENT OF STATE Sendra B. Mortham Secretary of State

March 21, 1995

EMPIRE CORPORATE KIT COMPANY

HIMI, FL

SUBJECT: ROBERT I. SHAPIRO, P.A.

REF: W95000006210

In reviewing our records, we note there is a(n) ROBERT I. SHEPIRO, P.A., Document number F84541, in existence.

Because of the similarities between the existing corporation and the one you are now easking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1983 through the current year, \$138.75 supplemental fee for the years 1982 forward. The total fee to file the reinstatement is \$1525.25, therefore, there is a balance of \$1525.25 due. Add an additional \$8.75 for each certificate of status requested.

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) 487-6934.

Loria Poole Corporate Specialist

FAM Auxi. #: H95000003188 Letter Number: 995A00012560

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

LAW OFFICES

# ROBERT I. SHAPIRO, P.A.

THE MARCUS SENTRE
JEHTHOUSE ?
SERO S.W. FFIN AVENUE
MIAMI, FLORIDA 2388

191000mrs, 15001 274-0000 1946/1946( 1966/1966-8949

March 21, 1995

Division of Corporations Plorida Department of State P.O. Box 6327 Tallahassee, Plorida 32314

Attac

No. Lyn Turley, Assn't Bureau Chief

Ret

Robert I. Shapiro, P.A. Your ref: W95000006210 Yex Aud: H95000003168 Letter No. 995A00012560

Dear Sires

This letter which is being noterised to constitute my affidavit is being written to aver:

- 1. The corporation previously known as Robert I. Shapiro, P.A. (Document number 186561), was formed by the undersigned on June 9, 1982 and dissolved more than 11 years ago, but was never made active, and no business was ever conducted in that corporation. It was dissolved by the Secretary of State in 1983.
- 2. That corporation never filed a tax return since no business was ever conducted by it.
- 3. This letter is being given to evidence the total inactivity of that prior corporation so that you will permit me to form a new corporation under the name Robert I. Shapiro, P.A.
- 4. The new corporation's Articles have been previously submitted to you by fax, through Empire Corporate Rit Company in Miani, Florida, and show a corporate commencement date of March 20, 1995. I would appreciate your treatment of the filing of the new corporation to be retroactive to your original receipt (which I believe was yesterday or earlier today) of the new corporation's Articles so that the March 20th commencement date will be valid.
- 5. As you can see, I have already had my stationary printed which is why I profer to keep the new corporate name Robert I. shapiro, P.A. instead of spelling out my middle name as the Bureau suggested.

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Division of Corporations Attn: No. Lyn Turley March 21, 1995 Page 2

Thank you very much for your cooperation.

I. Robert I. Shapiro, the undersigned, do ever that the foregoing statements are true and optract to the best of my knowledge and belief.

Mobert F. Shabiro

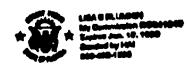
to

Sworn to and subscribed before me the undersigned authority in Dade County, Plorida by Robert I. Shapiro, to me well known or who produced Optionally Large for identification,

this 21 or day of March, 1945.

Notary Public State of Florida

My Commission Expires:



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#### PAR TRABANISTAL

TO MA. LYR TURLEY. Asen't Sureau C	hiaf
Division of Corporations. Pla.	
TAY MO. DAY AND AND AND	VADE OF REAL
PAX NO: 204 922 4000	<u> </u>
FROM THE OFFICE OF BOBERT I. SEAPIRO,	ESQ. BY: BS
DATE March 21, 1995	MY ME
	TIME STOP PH
RACES -	
PAGES _1	_ (including cover sheet)
FILLS MAKE OR REFERENCE: _Robert_I. sh	apiro. P.A.
DOCUMENTS(S) ATTACHED : Letter Actid	
THE PRINCE TON / GAMES TO THE PRINCE TO THE	
INSTRUCTION/COMMENTS As per our tels	phone conversintion. Please also
Will that A Days Faculation retroactive	I filing to your ortginel
date so that the March 20th, 1995 date	for commence of
existance will be preserved.	TOT COMMITTEE OF COPPORATE
Thank you.	
Copy of this fax is being sent to Enci	re Company Ria company

PLEASE NOTIFY US INMEDIATRLY OF ANY PROBLEMS WITH THE TRANSMISSION AT (195) 596-2345 OUR PAK HUMBER IS (305) 274-0220

THE INFORMATION CONTAINED IN THIS PACEINILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYER OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY HOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROBLEMED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THAMK YOU.

RDBERT I. SHAPIRD, ESQ. 9990 6W 1714h AUE; PENTHOUSE 7 MIAMI, FL 3315W (305) 596. 2345 FL. BAR NO. 072827

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ARTICLES OF INCORPORATION

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ROBERT L. SHAPIRO, P.A.

EFFECTIVE DATE

PHE INDERSIGNED natural person, who is licensed or otherwise legally authorized to practice the profession of law in the Sesse of Florids, hereby intends to form a professional composation in accordance with the Florids Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

# ARTICLE L NAME

The name of the corporation shall be: ROBERT L SHAPIRO, P.A.

# ARTICLE IL PURPOSES

The purpose for which the corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

- a) To engage in the practice of law as a professional law corporation and to carry on services isoldent thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of this corporation.
- c) The professional services of this corporation shall be carried out only through officers, employees and agents each of whom has been admitted to the her of, and is duly authorized to practice law in, the State of Florida.

### ARTICLE III. POWERS

This corporation shall have all the powers granted by law to corporations, which shall be exercised in furtherance of the purposes of this corporation.

# ARTICLE IV. CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of one (\$1.00) dollar per share. The consideration to be paid for each share shall be fixed by the Board of

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Directors, but in no event shall be less than \$1,00.

#### ARTICLE Y. MINIMUM CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

#### ARTICLE VI TERMS

Corporate existence shall commence on March 20, 1995, and shall have perpetual existence thereafter.

### ARTICLE VIII. DIRECTORS

Unless the affairs of this corporation shall be managed by its stockholders as provided in Article XII hereof, this corporation shall have not less than one (1) nor more than four (4) directors, as set forth by the By-Laws.

The name and street address of the first board of directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florids, shall hold office until their successors have been elected and qualified are:

NAME Robert I. Shapiro STREET ADDRESS 9990 S. W. 77th Avenue Penthouse 7 Miami, FL 33156

#### ARTICLE DL. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is as follows: Robert I. Shapiro, Esq., 9990 S. W. 77th Avenue, Ponthouse 7, Milami, FL 33156.

## ARTICLE X CONTRACTUAL POWERS

In the absence of fraud, no comment or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transaction, or in any way consected with any person, firm, association, corporation or pertnership, pecuniarily or otherwise interested therein. Any director may vote and may be counted in determining the existence of a quorum, at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested,

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or were not a director, member or officer of such other firm, association, corporation or partnership.

# ARTICLE XI SPECIAL PROVISO

Any action by the directors of this corporation, which is within their power, taken at a meeting of such director, shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors, as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting, all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

Any action by the shareholders of this corporation, which is within their power, taken at a meeting of such shareholders, shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law of the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting, all shareholders shall execute a waiver of notice of such meeting, in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

Nothing in this Article shall be construed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

# ARTICLE XIL CLOSE CORPORATION

During such times that this corporation may be considered a "Close Corporation" under the laws of the State of Florida thereunto pertaining, and providing that the By-Laws of this corporation so provide:

- a) The business of this corporation may be managed by its stockholders rather than by directors, the provision of Article VIII of these Articles of Incorporation notwithstanding.
- b) Any action taken by the directors, if there be directors, or by the members of any executive committee of the directors, if there be such an executive committee, without a meeting shall nevertheless be board or committee action if written consent to the action in question is signed by all of the directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the board or committee, whether done before or after the action so taken.

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c) Any action of the shersholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Where not prohibited by law, such consent shall have the same force and effect as the unanimous vote of the shareholders, and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or with any other governmental agency of any state, country or nation or with any private organization. corporation, person or persons.

### ARTICLE XIIL FURTHER POWERS

The corporation shall have the further right and power to:

- a) From time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them, shall be open to inspection of shareholders and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or board of directors.
- b) The corporation may in its By-Laws confer powers upon its board of directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.
- c) Both shareholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings and to have one or more officers within or without the State of Florida, and to keep the books of this corporation (subject to the provision of the statutes) outside the State of Florida, at such place as may from time to time be designated by the board of directors.
- d) The corporation reserves the right to amend, after, 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 stockholders herein are granted subject to this reservation.

## ARTICLE XIV. AMENDMENT

These Articles may be amended in the menner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved by a vote of the shareholders owning at least a majority of the issued and outstanding shares extitled to vote thereon, unless all of the directors and all of the shareholders of this corporation shall sign a written statement manifesting their intention and consent that a certain amendment to these Articles of Incorporation be enacted, in which case such amendment shall be fully effective for all purposes when filed with the Secretary of State, as required by law.

TO

[SEAL]

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IN WITNESS WHEREOF, County, Florida this 1st day of January	Theve hercunto set my hand and seal at Miami, Dade 1995.	•
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STATE OF FLORIDA

COUNTY OF DADE )

BEFORE ME, the undersigned authority, this day personally appeared ROBERT L SHAPIRO, to me personally known to be the individual described in and who executed the foregoing Articles of Incorporation of ROBERT L SHAPIRO, P.A., and that he acknowledged before me that he signed and executed same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this tre day of January, 1995,

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOLAICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that ROHERT L SHAPIRO, P.A., desiring to organize under the laws of the State of Florida with its principal and registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Robert I. Shapiro, Esq., located at 9900 S. W. 77th Average, Penthouse 7, Miami, Florida 33156 County of Dade, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above numed corporation, at place designated in this Cartificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

REGISTERED AGENT

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