



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthern
Secretary of State

March 21, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ROBERT I. SHAPIRO, P.A.
REF: H95000006210

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

Because of the similarities between the existing corporation and the one you are now seeking 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 \$1526.25, therefore, there is a balance of \$1526.25 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 Aud. #: H95000003188
Letter Number: 995A00012560

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

LAW OFFICES

ROBERT I. SHAPIRO, P.A.

THE MARCUS CENTRE
FENTIMORE 9
6800 S.W. 77TH AVENUE
MIAMI, FLORIDA 33155

TELEPHONE:
LEAD: 874-0000

TELEPHONE:
(305) 550-2340

March 21, 1995

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

Attn: Ms. Lyn Turley, Asst't Bureau Chief
Re: Robert I. Shapiro, P.A.
Your ref: W95000006210
Fax Ref: W95000003108
Letter No. 995A00012560

Dear Sirs:

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

1. The corporation previously known as Robert I. Shapiro, P.A. (Document number F84541), 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 1993.

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 Kit Company in Miami, 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 prefer 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: Ms. Lyn Turley
March 21, 1995
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Thank you very much for your cooperation.

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

[Signature]
Robert I. Shapiro

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

this 21st day of March, 1995.

[Signature]
Notary Public State of Florida

My Commission Expires:



LEA G. HILGREN
My Commission Expires Jan. 10, 1998
Bonded by \$100
000-000-1000

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MARCUS CENTRE

ID:305-274-0220

MAR 21 '95 17:17 No.030 P.01

FAX TRANSMITTAL

TO: Ms. Lva Turley, Assn't Bureau Chief
Division of Corporations, Fla. Dept. of State

FAX NO: 204 922 4000

FROM THE OFFICE OF ROBERT I. SHAPIRO, ESQ.

BY: RS

DATE March 21, 1995

TIME 5:00 PM

PAGES 1 (including cover sheet)

FILE NAME OR REFERENCE: Robert I. Shapiro, P.A.

DOCUMENTS(S) ATTACHED : Letter Affidavit

INSTRUCTION/COMMENTS As per our telephone conversation, please also
note that I have requested retroactive filing to your original receipt
date so that the March 20th, 1995 date for commencement of corporate
existence will be preserved.

Thank you.

Copy of this fax is being sent to Empire Corporate Kit (305) 581-3770.

PLEASE NOTIFY US IMMEDIATELY OF ANY PROBLEMS WITH THE TRANSMISSION AT
(305) 596-2345

OUR FAX NUMBER IS (305) 274-0220

THE INFORMATION CONTAINED IN THIS FACSIMILE 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 NOTIFIED THAT ANY
DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY
PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE
IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US
AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

RECEIVED

MAR 22 14 30

ROBERT I. SHAPIRO, ESQ.
9990 BW 77TH AVE.
PENTHOUSE 7
MIAMI, FL 33156
(305) 596.2345
FL. BAR NO. 072827

(7)

ARTICLES OF INCORPORATION

OF

ROBERT I. SHAPIRO, P.A.

EFFECTIVE DATE

3-20-95

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

ARTICLE I. NAME

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

ARTICLE II. PURPOSES

The purposes 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 incident 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 bar 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Directors, but in no event shall be less than \$1.00.

ARTICLE V. 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 Florida, 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 IX. 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, Penthouse 7, Miami, FL 33156.

ARTICLE X. CONTRACTUAL POWERS

In the absence of fraud, no contract 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 connected with any person, firm, association, corporation or partnership, 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 PROVISION

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 XII. 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 shareholders 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 XIII. 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, 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 stockholders herein are granted subject to this reservation.

ARTICLE XIV. AMENDMENT

These Articles may be amended in the manner 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 entitled 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.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 1st day of January 1995.

 [SEAL]

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 1st day of January, 1995.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



ANDREW T. TRALOR
My Commission Expires
Expires Feb. 12, 1999
Issued By MAB
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 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 ROBERT I. 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 Avenue, 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 named corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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