

LESTER M. ROGERS

ATTORNEY AT LAW

P95 0000 36365

1401 N.W. SEVENTEENTH AVENUE
MIAMI, FLORIDA 33125
TEL. (305) 326-8880
FAX (305) 326-0605

April 17, 1995

FILED
MAY -9 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Lester Rogers, P.A.

Dear Sirs/Mam:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and return to us a conformed copy.

We are enclosing our check in the amount of \$122.50 for the filing of the same.

Thank you for your attention in this matter.

Sincerely,

Lester M. Rogers
LESTER M. ROGERS, ESQ.

LMR/kp

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 27, 1995

LESTER M. ROGERS, ESQ.
1401 N.W. 17TH AVE.
MIAMI, FL 33125

SUBJECT: LESTER ROGERS, P.A.
Ref. Number: W95000008972

We have received your document for LESTER ROGERS, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) LESTER ROGERS, P.A., Document number F78222, 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 unfilled 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 1989 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1158.75, therefore, there is a balance of \$1036.25 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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 595A00020028

**ARTICLES OF INCORPORATION
OF
LAW OFFICE OF LESTER ROGERS, P.A.**

FILED
MAY - 9 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice Law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, all of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Florida Corporation shall be: **LAW OFFICE OF LESTER ROGERS, P.A..**

ARTICLE II

The nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

a) To engage in every aspect in the practice of Law, and all its fields of specializations, as are engaged in by Attorneys.

b) To engage and render the professional services involved only through its Officers, Agents and Employees who shall be Attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d) To engage in no other business other than the rendition of the professional services specified herein.

e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

The capital stock of the corporation shall be and issued as follows:

a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at \$ 1.00 per share par value.

b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c) Shares of the Corporation's stock and shall only be issued to Attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The principal office, mailing address and initial registered office of this Corporation is: 1401 N.W. 17th Avenue Miami, Florida 33125-2322 and the name of its initial registered agent at said address is: **LESTER ROGERS**.

ARTICLE VI

The name and address of the Incorporator is as follows: **LESTER ROGERS**, located at: 1401 N.W. 17th. Avenue Miami, Florida 33125-2322.

ARTICLE VII

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The name and address of the initial Director of this Corporation is: **LESTER ROGERS**, located at: 1401 N.W. 17th. Avenue Miami, Florida 33125-2322.

ARTICLE VIII

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the Corporate records.

ARTICLE IX

If any Officer, Director, Stockholder, Agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any

earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

The Corporation shall indemnify any employee, agent, officer or director, or any former employee, agent, officer or director to the full extent permitted by law.

ARTICLE XII

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and the Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, County of Dade, City of Miami this 5 day of May, 1995.

Lester Rogers
Incorporator

Incorporator

STATE OF FLORIDA }
 } S.S.
COUNTY OF DADE }

Sworn to and subscribed before me this 5 day of May,

1995, by: LESTER ROGERS.

My Commission Expires On:
OFFICIAL NOTARY SEAL
ANNIA VALIENTE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC230215

Valiente
Notary Public - State of Florida

Personally Known: X OR Produced Identification: _____
Identification Produced: _____

ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **LAW OFFICES OF LESTER ROGERS, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **LESTER ROGERS**, as its resident agent for the Corporation which is located at: 1401 N.W. 17th. Avenue Miami, County of Dade, State of Florida, 33125 as its agent to accept service of process within this State.

Lester Rogers
LESTER ROGERS

Title: President

Dated: 5-5-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Lester Rogers
LESTER ROGERS

1995 MAY -9 PM 3:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: 5-5-95