

95000037024

fjr business services, inc.

1533 Sunset Drive  
Suite 150  
Coral Gables, FL 33143  
Tel: (305) 667-2289  
Fax: (305) 665-2495

May 5, 1995

400001485554  
-05/12/95--01035--018  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Anthony Rizzo & Associates, Inc.

On behalf of our client, Anthony Rizzo & Associates, Inc., we are forwarding the following:

Articles of Incorporation  
A check in the amount of \$122.50

Please return the filing acknowledgement to:

F.J.R. Business Services, Inc.  
Attention: James Riegler  
1533 Sunset Drive  
Suite 150  
Coral Gables, Florida 33143

Thank your for your kind assistance.

James Riegler GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corporate Name  
DATE 5/10/95  
DOC. EXAM SAB

FILED  
95MAY 10 PM 2:18  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
5/10/95

**FILED**

95 MAY 10 PM 2:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
Anthony Rizzo & Associates, Inc.

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation shall be:

Anthony Rizzo & Associates, Inc.

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares Common Stock - \$1.00 par value

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration shall have been paid.

#### **ARTICLE IV**

The amount of capital with which this Corporation shall commence business shall not be less than One Hundred (\$ 100.00 ) Dollars.

#### **ARTICLE V**

This Corporation shall commence its existence on the date of filing and shall have perpetual existence thereafter unless sooner dissolved according to law.

#### **ARTICLE VI**

The principal office of the Corporation shall be at:  
1635 Nethia Drive, Coral Gables, Florida 33143.  
Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.



**ARTICLE X**

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

Samuel Whitley

1635 Nethia Drive  
Coral Gables, Florida 33143

**ARTICLE XI**

This Corporation shall indemnify any officer or director of any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

**ARTICLE XII**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XIII**

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

**ARTICLE XIV**

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 or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

**ARTICLE XV**

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator, being the same person in Article X above, and in evidence of her wish to form this Corporation, does hereunto subscribe his name, this 5th day of May, 1995.

  
\_\_\_\_\_  
Samuel Whitley  
President

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95 MAY 10 PM 2:19

NOTARY PUBLIC STATE OF FLORIDA

- 6 -

STATE OF FLORIDA

COUNTY OF DADE

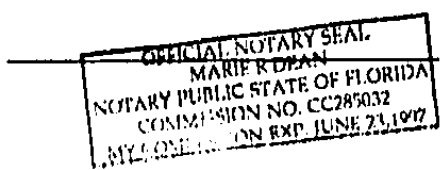
BEFORE ME, the undersigned authority, personally appeared Samuel Whitley, who is personally known to me and who did not take an oath and whose name is signed on the foregoing Certificate of \_\_\_\_\_ and is described in said Certificate as the Incorporator of said Corporation, Inc. Anthony Rizzo & Associates, Inc. acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 5<sup>th</sup> day of May, 1995.

*Marie R. Dean*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

*Marie R. Dean*  
\_\_\_\_\_  
Printed Name of Notary



Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*James Riegler*  
\_\_\_\_\_  
James Riegler