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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STAT. 1492 W. FLAGLER ST
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409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY UORMONT
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(((H95000005745))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LAW OFFICES OF HEATHER ANN RUTECKI, P.A.
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MY-23-1995 14124 FROM EMPIRE

TO

DIV CORP ELT FI P.03



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 23, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: LAW OFFICES OF HEATHER ANN RUTCKI, P.A.
REF: W95000010835

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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.

Loris Poole
Corporate Specialist

FAX Aud. #: H95000005745
Letter Number: 795A00026227

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



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**ARTICLES OF INCORPORATION
OF
LAW OFFICES OF HEATHER ANN RUTECKI, P.A.**

The undersigned incorporator of these Articles of Incorporation, being a natural person competent to contract, and duly licensed to practice law under the laws of the State of Florida, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

The name of the corporation is: **LAW OFFICES OF HEATHER ANN RUTECKI, P.A.**

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

A. to engage in the practice of law and such other business as permitted under the laws of the State of Florida. All professional services of law shall be rendered only through those of the officers, employees and agents of the corporation who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida;

B. to invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of the professional services;

C. to transact any lawful business for which corporations may be formed under the Professional Service Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "PSCA"); and

D. provided, nothing contained anywhere in these Articles of Incorporation shall create or authorize any corporate power, the exercise

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PREPARED BY HEATHER ANN RUTECKI
ADMITTED TO THE FLORIDA BAR-
MAY 5, 1995. NUMBER PENDING.
100 S.E. 2nd Street. MIAMI, FL. 33131
33131 PH: 347-4020

Signature
3350

of which would cause the Corporation to fail to qualify as a Professional Corporation under Chapter 621 of the Florida Statutes.

ARTICLE III

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this corporation shall commence on the date hereof.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having no par value.

ARTICLE V

The name of the initial registered and the street address of the initial registered office are as follows:

Registered Agent

Heather Ann Rutecki

Address of Registered Office

100 S.E. 2nd Street
Suite 3350
Miami, Florida 33131

ARTICLE VI

- A. The Corporation shall indemnify, or advance expenses to, the fullest extent authorized or permitted by the PSCA and the Florida Business Corporation Act, and all amendments and supplements thereto or any law enacted to take the place thereof (collectively, the "Acts"), any persons made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person: (i) is or was a director of the corporation; or (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the incorporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture,

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trust, or other enterprise, provided that such person is or was at the time a director of the corporation.

B. Except for those persons entitled to indemnification pursuant to subparagraph A of this Article VI, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Acts, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or to advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

C. Except for those persons entitled to indemnification pursuant to subparagraph A of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The Corporation elects to have pre-emptive rights with respect to all issuances of shares including, but not limited to: (a) shares issued as compensation to directors, officers, agents or employees of the corporation or its subsidiaries or affiliates; (b) shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employee of the corporation or its subsidiaries or affiliates; and (c) shares issued within six months from the effective date of incorporation.

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation shall be:

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Name**Address of Incorporator**

Heather Ann Rutecki

100 S.E. 2nd Street
Suite 3350
Miami Florida 33131**ARTICLE IX**

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE X

The Corporation shall have one director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three directors. Only individuals who are duly licensed to practice law under the laws of the State of Florida may be officers, directors or stockholders of this corporation.

ARTICLE XI

The name and address of the first Director is:

Name**Address of first Director**

Heather Ann Rutecki

100 S.E. 2nd Street
Suite 3350
Miami, Florida 33131**ARTICLE XII**

The initial address of the principle office in this State of Florida and mailing address of the corporation is:

100 S.E. 2nd Street
Suite 3350
Miami, Florida 33131

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HER DUTIES.

Date:

Harriet Ann Rutschki
-REGISTERED AGENT/INCORPORATOR