

P96000000350

**PROFESSIONAL ASSOCIATES**  
6701 Northwest 169 Street Suite B-302  
Miami, Florida 33015

December 13, 1995

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

**EFFECTIVE DATE**  
Jan. 1, 1996

2000001671132  
-12/26/95--01073--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

**SUBJECT: INCORPORATION OF PROFESSIONAL ASSOCIATES**

As required, enclosed are the original and one (1) copy of the Articles of Incorporation for Professional Associates, Inc. The initial shareholders and director's meeting are also included. The \$78.75 fee for the filing and the certificate of status is included as check number 1404.

Thank you for your prompt attention in this matter. Happy Holidays!

Sincerely,

*Heide Carlo*

Heide Carlo

SN JAN 02 1996

**FILED**  
95 DEC 26 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 12/26/95

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL ASSOCIATES, INC.**

**FILED**

95 DEC 26 AM 6:44

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

**EFFECTIVE DATE**  
Jan. 1, 1996

The name of the corporation is PROFESSIONAL ASSOCIATES, INC.

**ARTICLE II  
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III  
CAPITAL STOCK**

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 a nominal or par value of One Dollar (\$1.00) per share.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is more than ONE HUNDRED DOLLARS (\$100.00).

**ARTICLE V  
BEGINNING OF CORPORATE EXISTENCE**

The date of corporate existence shall be on January 1, 1996.

**ARTICLE VI  
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII  
ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is 6701 Northwest 169 Street, Suite B-302, Miami, Florida 33015. The Board of Directors may from time to time move the principal office to any other address.

**ARTICLE VIII  
DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of their being a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by them, in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which they may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such firm or corporation, provided that the fact that they are so interested shall be disclosed or shall have been known to the Board of Directors so such members thereof as shall be present at any meeting of the Board at which action upon any such corporation, or is so interested, may be counted in

determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if they were not a director or officer of such other corporation or not so interested.

#### **ARTICLE VIX INITIAL DIRECTORS**

The name and post office address of the Initial director of the corporation is:

Heide Carlo  
6701 Northwest 169 Street - Suite B-302  
Miami, Florida 33015

#### **ARTICLE X INITIAL SUBSCRIBER**

The name and post office address of the initial subscriber to these Articles of Incorporation is:

Heide Carlo  
6701 Northwest 169 Street - Suite B-302  
Miami, Florida 33015

#### **ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Office and Registered Agent of the Corporation shall be:


Ruben Oliva, Esquire  
Rojas & Oliva P.A.  
2250 Southwest 3 Avenue  
Miami, Florida 33129

#### **ARTICLE XII AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the

Stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

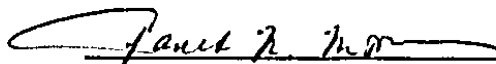
IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal and has acknowledged and filed in the Office of the Secretary of State of the State of Florida as subscriber of PROFESSIONAL ASSOCIATES, INC., the foregoing Articles of Incorporation, at Miami, Florida, December 15, 1995.

  
Heide Carlo  
Director

State of Florida }  
County of Dade)

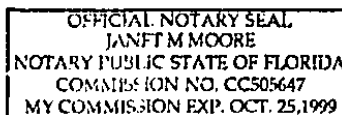
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Heide Carlo, known to be the person described as a subscriber in, and who executed the Articles of Incorporation, and she acknowledged before me that she executed same for the purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 15 day of December, 1995.



Notary Public, State of Florida at Large

My commission expires:



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 DEC 26 AM 8:44

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PROFESSIONAL ASSOCIATES, INC.
2. The name and address of the registered agent and office is:

Mr. Ruben Oliva, Esquire  
Rojas & Oliva P.A.  
2250 Southwest 3 Avenue  
Miami, Florida 33129

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.



Signature

12-15-85  
Date