

PA6000034741

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

55 APR 22 PM 12:55
RECEIVED
FBI

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

200001789042

-04/22/96--01045--019

****700.00 *****70.00

1. SPARANO & VENICE, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☒ Pick up time

2

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

55 APR 22 AM 10:19
DIVISION OF CORPORATION

4-22-96

Examiner's Initials

WJW

ARTICLES OF INCORPORATION
OF
SPARANO & VENICE, INC.

RECORDED
95 APR 22 PM 12:55

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SPARANO & VENICE, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 380 South State Road 434, Suite 1004, Unit 214, Altamonte Springs, Florida 32714-3863 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Louis Sparano
Vice-President:	Joseph P. Venice
Secretary:	Joseph P. Venice
Treasurer:	Louis Sparano

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Louis Sparano
Joseph P. Vanico

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

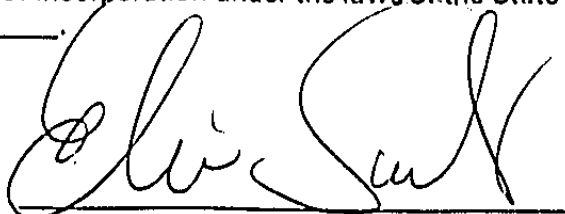
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this APR 19 1996.



Elsie Sanchez, Incorporator

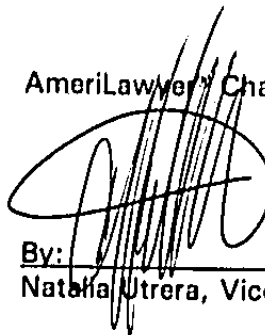
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CLERK OF COURT
STATE OF FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered
office of the Corporation name above, and having been designated as the Registered
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under Section 607.0505, Florida
Statutes.

AmeriLawyer® Chartered



By: _____

Natalia Utrera, Vice President



AMERILAWYER®

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

P96000034741

SPARANO & VENICE, INC.

380 S. State Road 434, Suite 1004 #214
Altamonte Springs, FL 32714
Phone (407) 323-3358
Facsimile (407) 322-2429

Louis Sparano
Partner

Joseph P. Venice
Partner

6/1/97
Florida Department of State
Division of Corporations
Corporate Records/Amendment Section
PO Box 6327
Tallahassee, FL 32314

100002202041--5
-06/04/97--01107--003
*****35.00 *****35.00

Re: Articles of Amendment

To Dept. Of State:

Enclosed please find a check for \$35, Articles of Amendment to Articles of Incorporation of Sparano & Venice, Inc., and copies of our share transfer and Assignment of Interest and Shares contract.

Basically, my partner and I are no longer together. Consequently, Mr. Venice will no longer be a director, shareholder, or officer. In addition, the company will now be known as Sparano & Associates, Inc. Please edit our records accordingly.

Please do not hesitate to contact me with any questions at (407)322-2429.

Sincerely,


Louis Sparano
President

DMC
6-12-97

Amend/17
FILED
97 JUN -4 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

97 JUN -4 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPARANO & VENICE, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 1-NAME

AMENDED FROM SPARANO & VENICE, INC.
TO SPARANO & ASSOCIATES, INC.

ARTICLE 5-OFFICERS

AMENDED - LOUIS SPARANO SHALL BE
PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER

ARTICLE 6-DIRECTOR(S)

AMENDED - LOUIS SPARANO SHALL BE SOLE DIRECTOR

ARTICLE 7-CORPORATE CAPITALIZATION

ADD: 7.5 LOUIS SPARANO SHALL BE SOLE SHAREHOLDER
OF CORPORATION WITH 200 SHARES.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: MAY 7, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 7th day of MAY, 1997.

Signature

Louis Sparano

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LOUIS SPARANO

Typed or printed name

PRESIDENT

Title

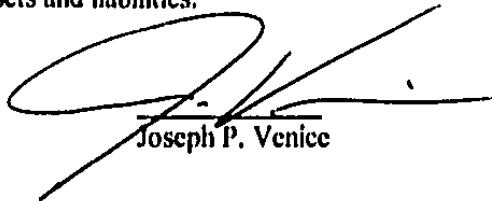
Sparano & Venice, Inc. Reorganization
Assignment of Interest and Shares

1. I, Joseph P. Venice, hereby voluntarily resign as director, shareholder, vice-president and secretary of Sparano & Venice, Inc..

2. For value received of \$10, I hereby sell, assign, and transfer unto Louis Sparano any and all of my shares (100).

3. I hereby transfer, assign, and convey any and all of my rights, titles and interests as a shareholder, director, and officer to Louis Sparano.

4. I hereby waive any affiliation, authority, and association with Sparano & Venice, Inc. and hereby release myself of any and all of its it's assets and liabilities.



Joseph P. Venice

Executed this 7 of May, 1997

In the presence of



Maria G. Serrano

NUMBER
02



SHARES
100

SPARANO & VENICE, INC.

ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA

7500 Common Stock Shares \$1.00 par value

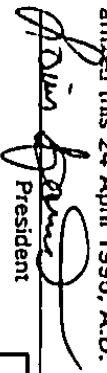
This Certifies that Joseph P. Venice is the registered holder of one hundred shares transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

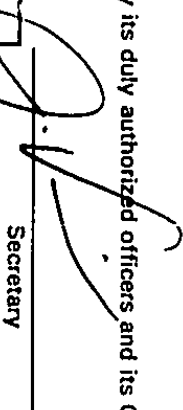
This certificate has not been registered under the Securities Act of 1933. The corporation will not transfer this certificate unless (i) there is an effective registration covering the shares represented by this certificate under the Securities Act of 1933 and all applicable state securities laws, (ii) it first receives a letter of opinion from an attorney, acceptable to the Board of Directors or its agents, stating that in the opinion of the attorney the proposed transfer is exempt from registration under the Securities Act of 1933 and under all applicable state securities laws, (iii) the transfer is made pursuant to Rule 144 under the Securities Act of 1933.

The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The Corporation will not transfer this certificate without first receiving a letter of opinion from an attorney, acceptable to the Board of Directors or its agents, that the proposed transfer will not adversely affect the corporation's federal tax status under the provisions of the Internal Revenue Code, Section 1362.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 24 April 1996, A.D.


President


Secretary

NOTICE. THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATEVER.

For Value Received, Joseph P. Venice hereby
sells, assigns and transfers unto Louis Sparano
100 Shares represented by the
Certificate on the reverse side hereof, and does hereby irrevocably
constitute and appoint Attorney In Fact
 Attorney to transfer the said Shares on the books
of the corporation named in the Certificate on the reverse side hereof
with full power of substitution in the premises.

Dated 5/7 1987.

In presence of

Louis Sparano [Signature]