

P96000005/750

Jeanette E Smith, Esq.
Requestor's Name

6915 Red Road, Ste 200A
Address

Coral Gables FL 33143
City/State/Zip Phone #

900001862729
-06/14/96--01086--019
*****70.00 *****70.00

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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4. _____
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☐ Walk in

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input 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

FILED
96 JUN 14 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUN 18 1996

ARTICLES OF INCORPORATION

OF

JEANETTE E. SMITH & ASSOCIATES, P.A.

FILED

96 JUN 14 PM 12:17

CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

The undersigned incorporator to these Articles of Incorporation, being a duly licensed attorney under the laws of the State of Florida, adopts these Articles to form a corporation under the Florida Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this professional service corporation is:

JEANETTE E. SMITH & ASSOCIATES, P.A.

ARTICLE II - PURPOSE

This professional service corporation is formed to engage in every phase and aspect of legal services. In addition, the corporation may invest any funds of this professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III - DURATION

This Professional Service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with their Department of State of Florida.

ARTICLE IV - CAPITAL STOCK

This Professional Services corporation is authorized to issue One Thousand (1000) shares of One (\$1.00) dollar per common value stock which shall be designated as "Common Shares" and shall be the sole class of stock that this corporation is authorized to issue. The capital stock of this professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this Professional Service Corporation is 6915 Red Road, Suite 220A, Coral Gables, Florida 33143, and the name of the initial registered agent of this corporation is Jeanette E. Smith. The street address of the initial principal office of this Corporation is the same as its registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Professional Service Corporation shall have one (1) Director constituting the Board of Directors. The numbers of directors may be either increased or diminished from time to time pursuant to the By-Laws of this Corporation, however, there shall always be a minimum of one (1) Director and never more than five (5) Directors. The name and address of the initial Director of this Corporation is:

Jeanette E. Smith
6915 Red Road, Ste. 220A
Coral Gables, FL 33143

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Jeanette E. Smith
6915 Red Road, Ste. 220A
Coral Gables, FL 33143

ARTICLE VIII - POWERS AND RESTRICTIONS

The shareholders of this professional service corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of this professional service corporation by any of its shareholders, including, but not limited to, the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of this professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of the stock. No shareholder of this professional service corporation may sell or transfer his stock in this corporation, except to another individual who is eligible to be a shareholder of this professional service corporation and whose ownership of stock in this corporation would not

disqualify the corporation from a Subchapter S election pursuant to § 1362 of the Internal Revenue Code, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to provide legal services in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations in this continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE IX - AMENDMENT

This professional services corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon shareholders are subject to this reservation.

ARTICLE X - INDEMNIFICATION

This professional services corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - TAX ELECTION

This professional services corporation, within the time provided for by law, shall be a Subchapter "S" election pursuant to section § 1362(a) of the Internal Revenue Code of the 1986, as amended. No person may become a shareholder of this corporation unless they consent to this election and are not otherwise unqualified to so elect. This article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the section § 1362(a) election.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 22 day of May, 1996.


Incorporator

DESIGNATION OF REGISTERED AGENT

FOR

JEANETTE E. SMITH & ASSOCIATES, P.A.

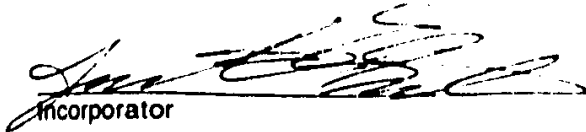
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TALLAHASSEE, FLORIDA

In compliance with the Section § 48.091, Florida Statutes, **JEANETTE E. SMITH & ASSOCIATES, P.A.**, desiring to organize and qualify under the laws of the State of Florida, hereby names Jeanette E. Smith, located at 6915 Red Rd., Ste. 220A, Coral Gables, FL 33143, as its agent to accept service of process within Florida.

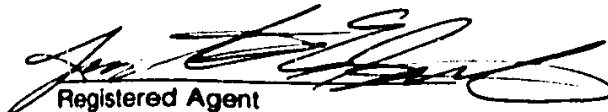
Dated: 5-22-96


Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named professional service corporation, 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.

Dated: 5-22-96


Registered Agent