

1201 HAYS STREET  
SUITE 11  
BOCA RATON, FL 33431  
904-997-1111  
904-997-1112

096000057488



PROMERUE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 013105 124904A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : July 9, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 013105

CUSTOMER NO: 124904A

800001887878

CUSTOMER: John P. Miller, Cpa  
JOHN P. MILLER, C.P.A., P.A.

2499 Glades Road, Suite 305a

Boca Raton, FL 33431

DOMESTIC FILING

NAME: RANDALL A. FRONTERA, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -9 PM 2:09

RECEIVED  
96 JUL -9 AM 7:19  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL -9 PM 2:09

**RANDALL A. FRONTERA, P.A.**

**A PROFESSIONAL SERVICE CORPORATION**

The undersigned natural person, competent and licensed to sell real estate in the State of Florida, acting hereby as incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the Following Articles of Incorporation:

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be:

**Randall A. Frontera, P.A.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Randall A. Frontera, P.A.  
333 S. Ocean Blvd. #403  
Deerfield Beach, FL 33441

**ARTICLE III - DURATION**

This corporation shall exist perpetually unless dissolved by Florida Law.

**ARTICLE IV - PURPOSE**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation is as follows:

- a. to engage in every aspect of the practice of real estate sales, and all its fields of specialization, as are engaged in by real estate sales persons;
- b. to engage in and render the professional services involved only through its officers, agents and employees who shall be real estate sales persons in good standing and duly licensed or otherwise legally authorized within the State of

Florida to render the same professional service as this corporation;

c. to invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law;

d. to engage in no other business other than the rendition of the professional services specified herein;

e. to do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

#### **ARTICLE V - CAPITAL STOCK**

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to real estate sales persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial Registered Agent of this Corporation is:

Randall A. Frontera  
333 S. Ocean Blvd. #403  
Deerfield Beach, FL 33441

#### **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

Randall A. Frontera  
333 S. Ocean Blvd. #403  
Deerfield Beach, FL 33444

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Randall A. Frontera  
333 S. Ocean Blvd. #403  
Deerfield Beach, FL 33441

#### **ARTICLE IX - INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### **ARTICLE X - SEVERENCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restriction or limitation on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### **ARTICLE XI - INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

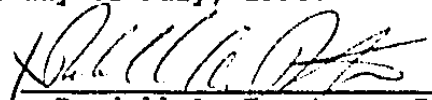
**ARTICLE XII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII - BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional service Corporation.

The undersigned Incorporator has executed these Articles of Incorporation this 8th day of July, 1996.

A handwritten signature in dark ink, appearing to read 'Randall A. Frontera', is written over a horizontal line.

Randall A. Frontera, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL -9 PM 2:09

CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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 Randall A. Frontera, P.A.
2. The name and address of the registered agent and office is:

Randall A. Frontera  
333 S. Ocean Blvd. #403  
Deerfield Beach, FL 33441

SIGNATURE 

TITLE President

DATE July 8th, 1996

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE July 8th, 1996