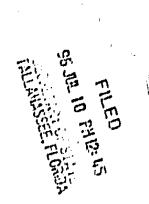
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# CORPORATION(S) NAME

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# ARTICLES OF INCORPORATION

OF

# GEOFFREY TOFIELD INCORPORATED

THE UNDERGIOMED, has executed the following document as incorporator of the above named corporation, a corporation organised under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

#### ARMICLE I

The name of the corporation shall be:

#### GEOFFREY TOFIELD INCORPORATED

#### ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

# ARTICLE III

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

\$225 S.W. 145 Street Miami, Florida 33158

# ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, vis:

- 1) To engage in every aspect of the practice of law, and all its fields of specialisations.
- 2) Said corporation shall further have powers :

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute \$607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, amplicy, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares of other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrument thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or havested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incomporation or with the laws of this state, for the exministration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary and convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute \$607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual per value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this comporation.

### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Geoffrey Tofield 8225 S.W. 145th Street M.ami, Florida 33158

# ARTICLE VII

The initial board of Directors shall consist of a total of one person and the name and address of the person to serve as initial directors are:

Geoffrey Tofield 8225 S.W. 145th Street Miami, Florida 33158

# ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Geoffrey Tofield 8225 S.W. 145th Strent Miami, Florida 33158

The undersigned has executed these Articles of Incorporation this  $\frac{S-A}{2}$  day of July, 1996.

Incorporator

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuent to the provisions of section 607.0501, Florida Statutes, the indersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating to applicate of office/registered agent, in the state of Florida.

First that GBOFFREY TOFIELD INCORPORATED., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, has named GBOFFREY TOFIELD, located at Miami, County of Dade, State of Florida, as its agent to accept service of processive within this state.

HAVING BEEN NAVED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I BEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I PURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM PANILIAR WITH AND ACCOPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNED V

Registered

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