

8/01/96

FLORIDA DIVISION OF CORPORATIONS

((H96000010653))

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TO: DIVISION OF CORPORATIONS

FROM: F&T COMPAGNIES, INC.

DEPARTMENT OF STATE

1405 N. STATE ST.

STATE OF FLORIDA

SUITE 1000

109 EAST GAINES STREET

MIAMI FL 33166

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ANTONIO J. SOTO, III, P.A.

FAX AUDIT NUMBER: H96000010653

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/01/1996

TIME REQUESTED: 09:52:56

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071001002335

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: ANTONIO J. SOTO, III, P.A.
REF: W96000016090

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The specific nature of business of the professional association must be stated in the document.

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
ANTONIO J. SOTO, III, P.A.

ARTICLE I. NAME

The name of this corporation shall be ANTONIO J. SOTO, III,
P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at
the time of the filing of these Articles Of Incorporation. This
corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of
operating a law office and any and all legal business permitted
under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par
value shares of common capital stock.

This Instrument Prepared By:

Ivonne Rosa Blary, Esq.
8500 West Flagler St.
Ste. A-105
Miami, Florida 33144
(305) 227-2700/FBN: 893455

Articles of Incorporation of ANTONIO J. SOTO, P.A.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors and their shares are:

ANTONIO J. SOTO, III
8500 West Flagler St.
Ste. A-105
Miami, Florida 33144

1000 SHARES

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:
8500 West Flagler Street, Ste. A-105, Miami, Florida 33144.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: ANTONIO J. SOTO, III.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: ANTONIO J. SOTO, III, 8500 West Flagler Street, Ste. A-105, Miami, Florida 33144.

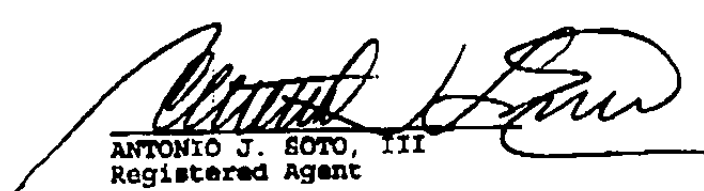
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



ANTONIO J. SOTO, III
Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ANTONIO J. SOTO, III, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ANTONIO J. SOTO, III, P.A.



ANTONIO J. SOTO, III
Registered Agent

Articles of Incorporation of ANTONIO J. SOTO, P.A.

State Of FLORIDA

County Of DAD

On July 26, 1994, ANTONIO J. SOTO, III, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ANTONIO J. SOTO, III, P.A.


ANA G. RODRIGUEZ - NOTARY PUBLIC

ANA G. RODRIGUEZ
My Commission CC459961
Expires Aug. 14, 1995
Bonded by H&H
800-488-1000

Commission Expiration Date & Commission Number:

(SEAL)

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Articles of Incorporation of ANTONIO J. SOTO, P.A.