

P96000066481

CARLOS M. FERNANDEZ, P.A.
CERTIFIED PUBLIC ACCOUNTANT

Member of American Institute
of Certified Public Accountants

Member of Florida Institute
of Certified Public Accountants

2000 Douglas Road, Suite 708
Coral Gables, Florida 33134

Phone: (305) 448-8008
Fax: (305) 448-3004

August 5, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001915378
-08/07/96--01057--001
****122.50 ****122.50

To whom it may concern:

Enclosed please find one (1) copy and the original Articles of Incorporation and a check for \$122.50 for the State recording fee for the incorporation of **Christopher Parker-Cyrus, P.A.**

The State Certified copy of the articles and State of Florida Certificate for this corporation should be sent to:

Carlos M. Fernandez, P.A.
2600 Douglas Road, Suite #708
Coral Gables, Florida 33134

If you have any questions, please contact the undersigned.

Sincerely,



Carlos M. Fernandez

CMF/db
Encl.

FILED
55 AUG -7 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-9-96
KR

ARTICLES OF INCORPORATION
OF
CHRISTOPHER PARKER-CYRUS, P.A.

FILED
\$6 AUG -7 PM 1:07
TALLAHASSEE
FLORIDA

The undersigned natural person, competent and licensed to practice law 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, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

The name and address of the corporation shall be:

Christopher Parker-Cyrus, P.A.
11401 S.W. 40th Street, Suite 325
Miami, Florida 33165

II

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

a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys 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.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 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. Share of the corporation's stock and certificates shall be issued only to accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 11401 S.W. 40th Street, Suite 325, Miami, Florida 33165, and the name of the its initial registered agent at said address is: Christopher Parker-Cyrus.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

Christopher Parker-Cyrus
11401 S.W. 40th Street, Suite 325
Miami, Florida 33165

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) 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 names and addresses of the initial Directors of this corporation are:

Christopher Parker-Cyrus
11401 S.W. 40th Street, Suite 325
Miami, Florida 33165

VIII

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.

IX

SEVERANCE 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 restrictions or limitations 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.

X

INFORMATION 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.

XI

INDEMNIFICATION

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

XII

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on this 5th day of August, 1996.

Christopher Parker - Gynn
Incorporator

CERTIFICATE 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.

First that Christopher Parker-Cyrus, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named Christopher Parker-Cyrus located at Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Christopher Parker-Cyrus
Registered Agent

FILED
96 AUG -7 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA