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FILED

September 16, 1996

96 OCT -7 AM 9:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200001953312  
-09/23/96--01005--004  
\*\*\*122.50 \*\*\*122.50

ATTN: New Filings Section

RE: Rosal & Associates, P.A.

To Whom it May Concern:

W96-19954  
612  
703

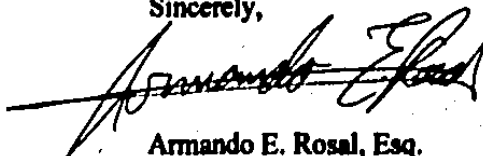
Enclosed please find the original and one copy of the Articles of Rosal & Associates, P.A. and the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Certified Copy	\$52.00
Registered Agent Designation	\$35.00

Please return a certified copy of the Articles of Incorporation, in the self addressed stamped envelope provided, at your earliest convenience.

If you have any questions, please contact me as soon as possible.

Sincerely,



Armando E. Rosal, Esq.

10896



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**September 23, 1996**

**ARMANDO E. ROSAL, ESQ.**  
**1803 AIRPORT BLVD.**  
**MELBOURNE, FL 32901**

**SUBJECT: ROSAL & ASSOCIATES, P.A.**  
**Ref. Number: W96000019954**

**We have received your document for ROSAL & ASSOCIATES, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**Article VII states there will be two director(s), whereas one is/are listed.**

**The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.**

**Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.**

**If you have any questions concerning the filing of your document, please call (904) 487-6927.**

**Kathy Hyman**  
**Document Specialist**

**Letter Number: 096A00043691**

**ARTICLES OF INCORPORATION**

**OF**

**ROSAL & ASSOCIATES, P.A.**

**FILED**  
**96 OCT -7 AM 9:52**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned subscribers to these articles being duly licensed to practice Law under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the professional service corporation is **ROSAL & ASSOCIATES, P.A.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 1803 Airport Blvd., Melbourne, Florida 32901.

**ARTICLE III**

**PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the 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 IV**

##### **TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

#### **ARTICLE V**

##### **CAPITAL STOCK**

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of .10 cents per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### **ARTICLE VI**

##### **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this

professional service corporation is 1803 Airport Blvd., Melbourne, Florida 32901. The name of the initial registered agent at that address is Armando E. Rosal.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of <sup>one</sup>~~two~~ members. The names and addresses of the members of the first board of directors are:

1) Armando E. Rosal, 1803 Airport Blvd., Melbourne, Fla. 32901.

#### ARTICLE VIII

##### SUBSCRIBERS

The names and addresses of the persons signing these articles of incorporation as subscribers are:

1) Armando E. Rosal, 1803 Airport Blvd., Melbourne, Fla. 32901.

## ARTICLE IX

### RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any outstanding stock of the professional service corporation by any of its shareholders, or in 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 the 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 such stock.

No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, 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 practice law in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the 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 bylaws adopted by the shareholders.

#### **ARTICLE X**

#### **AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation at Melbourne, Florida, for the uses and purposes aforesaid, this 17<sup>th</sup> day of September, 1996.

  
ARMANDO E. ROSAL

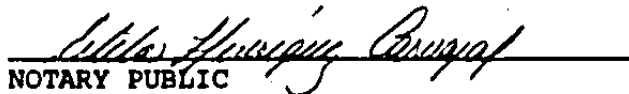
STATE OF FLORIDA     )  
                              )     SS.  
COUNTY OF BREVARD    )

The foregoing articles of incorporation were acknowledged before me on the 17<sup>th</sup> of September, 1996 by the above subscribers, Armando E. Rosal.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this 17<sup>th</sup> day of

~~April~~ 1996.

Sept.

  
NOTARY PUBLIC



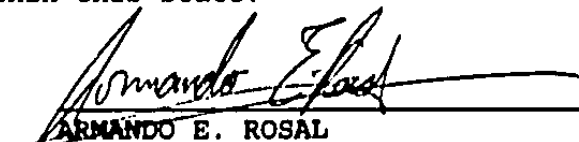
Estela A. Henriquez Corvejal  
My Commission CC580517  
Expires Aug. 27, 2000



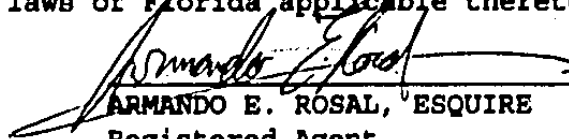
**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT**

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Pursuant to Section 48.091 and Chapter 607, Florida Statutes, **Rosal & Associates, P.A.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1803 Airport Blvd., Melbourne, Florida 32901, has named **ARMANDO E. ROSAL** located there at as its registered agent to accept service of process within this state.

  
\_\_\_\_\_  
**ARMANDO E. ROSAL**  
Incorporator

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
\_\_\_\_\_  
**ARMANDO E. ROSAL, ESQUIRE**  
Registered Agent

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