

*A Keenan Santa Fe*  
Requestor's Name

*P 96 0000 94 95 3*  
Address

City/State/Zip

Phone #

000001983820--0

-10/23/96--01029--006

Office Use Only \*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Jorge L. Aldecoa, P.A., CPA*  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
96 NOV 20 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Walk in  
☐ Mail out

☒ Pick up time *3:30-4:00*  
☐ Will wait

☒ Certified Copy  
☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of P.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

*Articles*

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*233841*  
*11/96-22577*

RECEIVED  
96 OCT 23 AM 11  
DIVISION OF CORPORATIONS

*BE 11/20*

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER

26TH FLOOR

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131-1704

(305) 374-5600

FACSIMILE (305) 374-5095

November 19, 1996

FILED  
NOV 20 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**VIA FEDERAL EXPRESS**

David E. Mann  
Director, Division of Corporation  
Florida Department of State  
409 East Gaines  
Tallahassee, Florida 32399

Re: **Jorge L. Aldecoa, P.A. CPA**

Dear David:

In accordance with our telephone conversation of last week, I enclose the following:

1. Affidavit of Jorge L. Aldecoa regarding his old corporation and the formation of his new corporation;
2. The articles of corporation of the new corporation, which were returned to us on October 23, 1996 by the Department of State; and
3. Our firm's check in the amount of \$122.50 representing the filing fees with respect to the formation of this corporation.

As we discussed, I am returning these documents to you so that the organization of the new corporation can be processed at this time by your office.

I appreciate all of your help in resolving this matter. If you have any questions, please feel free to give me a call.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

  
Philip B. Schwartz

PBS:esd

MIA-133113-1

OK Per Dave M.  
11/20

**AFFIDAVIT OF JORGE L. ALDECOA**

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )


Before me, the undersigned authority, personally appeared JORGE L. ALDECOA,  
who being duly sworn says:

1. My name is Jorge L. Aldecoa. I am a certified public accountant licensed to practice in Florida.
2. In 1986, I organized Jorge L. Aldecoa, C.P.A., P.A. ("Old P.A.") and practiced accountancy in that corporation between 1986 and 1987.
3. In 1987, I ceased practicing accountancy in Old P.A. At that time, I dissolved Old P.A. and let its corporate existence dissolve involuntarily. Old P.A. does not now exist and has not existed or operated since 1987. I do not intend to reinstate or otherwise use Old P.A. in the future.
4. Between 1987 and 1996, I worked as an accountant for several corporations unrelated to Old P.A.

[Intentionally Left Blank]

5. In October 1996, I decided to open my own accounting practice. In that regard, I wish to form a new Florida corporation, Jorge L. Aldecoa, P.A, C.P.A. (New P.A.). I intend to operate my new accounting practice in New P.A.

FURTHER AFFIANT SAYETH NOT.

  
JORGE L. ALDECOA

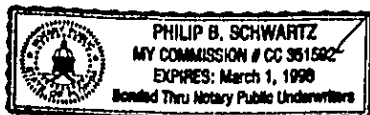
The foregoing instrument was acknowledged before me this \_\_\_\_ day of November, 1996, by JORGE L. ALDECOA, who is personally known to me or who has produced Personally Known (type of identification) as identification.

My Commission Expires:

  
NOTARY PUBLIC

Print Name

Commission No.:



[NOTARIAL SEAL]

**ARTICLES OF INCORPORATION  
OF  
JORGE L. ALDECOA, P.A., CPA**

**FILED**  
96 NOV 20 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Jorge L. Aldecoa, P.A., CPA (hereinafter called the "Corporation").

**ARTICLE II  
PURPOSE**

The general purpose for which the Corporation is organized is to engage in every aspect of providing accounting services. Such professional services shall be rendered by the Corporation's members, officers, employees, and agents who are duly authorized and licensed to render accounting services in the State of Florida.

**ARTICLE III  
MAILING ADDRESS**

The mailing address of the Corporation is 13541 S.W. 70th Avenue, Miami, Florida 33156.

**ARTICLE IV  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock, par value \$1.00 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. 3rd Avenue, 27th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is Philip B. Schwartz.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is Jorge L. Aldecoa, 13541 S.W. 70th Avenue, Miami, Florida 33156.

**ARTICLE VII**  
**ELIGIBLE SHAREHOLDERS**

A. The stock of the Corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to render accounting services in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to render accounting services in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in the Corporation to any person ineligible by law or by virtue of these Articles of Incorporation to be a shareholder in the Corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles of Incorporation or the bylaws of the Corporation; or
- (iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles of Incorporation to be a shareholder in the Corporation,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by the Corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a bylaw provision or written agreement between the Corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose

stock so becomes forfeited and canceled by the Corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the Corporation, such shareholder shall then and thereafter have no further interest of any kind in the Corporation.

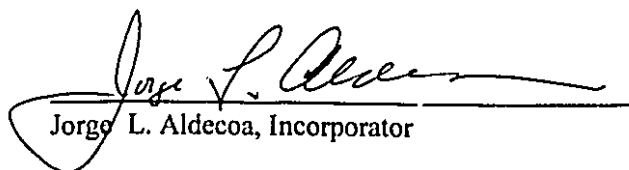
B. No shareholder of the Corporation may sell or transfer any of his shares of stock in the Corporation except to another individual who is then duly authorized and licensed to render accounting services in the State of Florida. No shareholder of the Corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

C. The Corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith, restraining the alienation of shares of stock of the Corporation and providing for the purchases of the Corporation of its shares of stock.

#### **ARTICLE VIII INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to each director, officer and shareholder of the Corporation to the fullest extent permitted by law in existence now or hereafter.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 20<sup>th</sup> day of October, 1996.

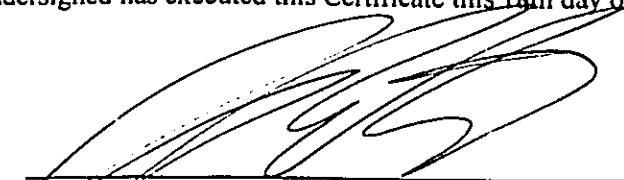
  
Jorge L. Aldecoa, Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of Jorge L. Aldecoa, P.A., CPA, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 18th day of October, 1996.

  
Philip B. Schwartz

**FILED**  
96 NOV 20 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA