

P96000103749

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

50110102088885 -- 1  
12/27/96 -- 01034 -- 031  
\*\*\*1470.00 \*\*\*\*70.00

OFFICE USE ONLY

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

1. PROSERVE SERVICES, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 3

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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 R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

RECEIVED  
96 DEC 27 AM 10:26  
DIVISION OF CORPORATION

12-27-96  
Examiner's Initials WJW

# ARTICLES OF INCORPORATION

OF

## PROSERVE SERVICES, INC.

96 DEC 27 PM 12:39

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE 1 - NAME

The name of the Corporation is **PROSERVE SERVICES, INC.**, (hereinafter, "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2149 Northeast 180 Street, Miami, Florida 33162 and the mailing address is the same.

### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Hector Cuevas
Vice-President:	Luis Vergara
Secretary:	Hector Cuevas
Treasurer:	Luis Vergara

whose addresses shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Luis Vergara  
Hector Cuevas

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



#### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479  
<http://www.amerilawyer.com>

#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

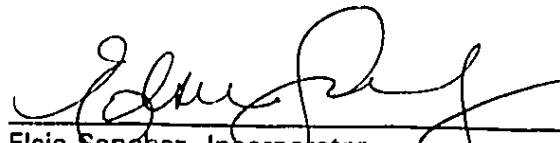
#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



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<http://www.amerilawyer.com>

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this DEC 26 1996.

  
Elsie Sanchez, Incorporator

96 DEC 27 PM 12:39

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered  
office of the Corporation name           , and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under the applicable provisions of  
the Florida Statutes.

AmeriLawyer® Chartered

By:   
Natalia Utrera, Vice President



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March 26, 1997

P96000103749

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300002134463--2  
-04/04/97--01130--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Proserve Service, Inc.

To Whom It May Concern:

Enclosed please find original Statement of Change of Registered Office or Registered Agent and check in the amount of \$35.00

Thanking you, I am

Sincerely,

Luis Vergara  
2149 NE 180 Street  
Miami, Florida 33162  
305-940-5020

cc: File  
Enclosures as stated

APPROVED  
FILE  
MAR 27 1997  
TALLAHASSEE, FLORIDA

*Handwritten:*  
M 196000103749  
2A CM  
3-31-97

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97 MAR 31 PM 3:43  
DIVISION OF CORPORATIONS

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Proserve Service, Inc.

2. The mailing address of the corporation is: 2149 NE 180 Street  
Miami, Florida 33162

3. Date of incorporation/qualification: 12-27-96 Document number: P9600 108749

4. The name and address of the current registered agent and office:

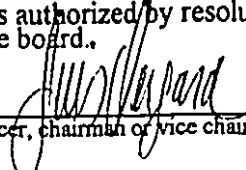
Hector Cuevas  
2149 NE 180 Street  
Miami, Florida 33162

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Luis Vergara  
2149 NE 180 Street  
Miami, Florida 33162

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature)  March 26, 1997  
(Signature) \_\_\_\_\_ (Date) \_\_\_\_\_  
(in officer, chairman or vice chairman of the board)

Luis Vergara, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)  March 26, 1997  
(Signature of Registered Agent) \_\_\_\_\_ (Date) \_\_\_\_\_  
Luis Vergara

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name) (Capacity)