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TRANSMITTAL LETTER

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

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-02/21/97--01004--006
****122.50 ****122.50

SUBJECT: LAW OFFICES FRANK E. AMSALEM, P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

FRANK AMSALEM
Name (printed or typed)

— LAW OFFICES
— FRANK AMSALEM
— 420 LINCOLN ROAD - SUITE 258
— MIAMI BEACH, FLORIDA 33139

(305) 534-8301
Daytime Telephone number

FILED
97 FEB 19 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

no money

NOTE: Please provide the original and one copy of the articles.

688,671
W97-2530
B. REGISTER FEB 12 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

FRANK AMSALEM, ESQUIRE
420 LINCOLN ROAD
SUITE 258
MIAMIA BEACH, FL 33139

SUBJECT: LAW OFFICES, FRANK E. AMSALEM, P.A.
Ref. Number: W97000003530

We have received your document for LAW OFFICES, FRANK E. AMSALEM, P.A.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 897A00007645

**ARTICLES OF INCORPORATION OF
LAW OFFICES, FRANK E. AMSALEM, P.A.**

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following articles of incorporation for the corporation:

**ARTICLE I.
NAME**

The name of the corporation is: **LAW OFFICES, FRANK E. AMSALEM, P.A.**

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TALLAHASSEE, FLORIDA

**ARTICLE II.
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal place of business is 420 Lincoln Road, Suite 258, City of Miami Beach, County of Dade, State of Florida, 33139. The name of the initial registered agent of the corporation, located at that office, is Frank E. Amsalem.

**ARTICLE III.
DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV.
PURPOSE**

The purpose of the corporation is to practice the profession of law. The sole and exclusive professional service to be rendered by the corporation is law and related activities.

**ARTICLE V.
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a value of fifty dollars (\$50.00) per share.

**ARTICLE VI.
CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the profession of law is not less than five thousand (\$5,000.00).

**ARTICLE VII.
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including, but not limited to, the following: Provide lawyer-type services to individuals, collections, investments.

**ARTICLE VIII
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

<u>Name</u>	<u>Address</u>
Frank E. Amsalem, Esq.	4230 Chase Avenue, Miami Beach, Florida 33140

**ARTICLE IX.
DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is 1, and the name and address of the initial director is:

Name	Address
Frank E. Amsalem, Esq.	4230 Chase Avenue, Miami Beach, Florida 33140

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors will be the number of directors that the until that number is changed by a bylaw duly adopted by the shareholders.

**ARTICLE X.
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

**ARTICLE XI.
TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XII.
INDEMNIFICATION

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses, including attorney's fees, incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

ARTICLE XIII.
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

The undersigned incorporators of this corporation, have executed these articles of incorporation at 420 Lincoln Road, Suite 258, Miami Beach, Florida 33139.

Dated 10 February, 1997.



Frank E. Amsalem, Esq.

STATE OF FLORIDA)

)SS:

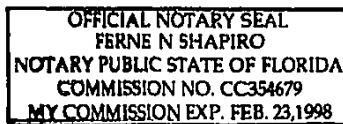
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Frank E. Amsalem, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 10 day of February, 1997.

Ferne N. Shapiro

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

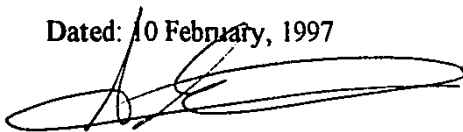
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Law Offices, Frank E. Amsalem, P.A..
2. The name and the address of the registered agent and office is:

Frank E. Amsalem
420 Lincoln Road, Suite 258
Miami Beach, Florida 33139

Having been named to accept service or 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.

Dated: 10 February, 1997



Frank E. Amsalem, Esq.

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TALLAHASSEE, FLORIDA