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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MANDINA & ASSOCIATES, P.A.
AUDIT NUMBER.....H97000014535
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D. REGISTAR SEP 3 1997

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**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

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 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name and address of the corporation shall be Mandina & Associates, P.A., 1110 Brickell Avenue, Suite 805, Miami, Florida 33131.

**ARTICLE II
PURPOSES**

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 in the State of Florida.
- b. To engage in 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 law of the State of Florida.

Prepared by: Joseph J. Mandina
1110 Brickell Ave.
Suite 805
Miami, Fl 33131
(305) 358-1181

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ARTICLE III
CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand shares of common stock at one cent 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. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV
DURATION

The corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT

The address of this corporation's initial registered office is the same as the principal address which is 1110 Brickell Avenue, Suite 805, Miami, FL 33131 and the name of its initial registered agent at said address is Joseph J. Mandina, Esquire.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designation in this document, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in the Florida Statutes 607.0505.


Registered Agent

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is as follows:

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Joseph J. Mandina, Esq.
1110 Brickell Avenue, Suite 805
Miami, FL 33131

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one 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 name and address of the initial Director of this corporation is:

Joseph J. Mandina, Esq.
1110 Brickell Avenue, Suite 805
Miami, FL 33131

ARTICLE 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.

ARTICLE IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, 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.

ARTICLE X
INFORMAL DIRECTOR ACTION

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If all 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.

ARTICLE XI INDEMNIFICATION

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

ARTICLE 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 Shareholders provided that such amendment be in compliance with the law of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 3rd day of September, 1997.

INCORPORATOR

REGISTERED AGENT

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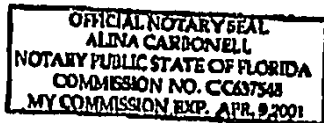
STATE OF FLORIDA }
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, authorized to take acknowledgment in the State and County set forth above, personally appeared JOSEPH J. MANDINA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 3rd day of September, 1997.



Alina Carbonell
Notary Public,
State of Florida

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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