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TRANSMITTAL LETTER

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

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-09/15/97--01022--017  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT:

CA. Rodriguez & Associates, 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

ADDITIONAL COPY REQUIRED

FROM:

Carlos Alberto Rodriguez, Esq.  
Name (Printed or typed)

1881 Washington Ave, #7B  
Address

Miami Beach, FL 33139  
City, State & Zip

305 673-0889  
Daytime Telephone number

FILED  
97 SEP 15 AM 9 44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

J. Nadeau SEP 16 1997

FILED  
97 SEP 15 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
C. A. RODRIGUEZ AND ASSOCIATES,  
A PROFESSIONAL ASSOCIATION**

We, the undersigned, hereby associate ourselves for the purpose of becoming a professional corporation for profit under the provisions of Chapter 621 of the State of Florida, and pursuant to the following articles of incorporation:

**ARTICLE I**

The name of this corporation shall be: C.A. RODRIGUEZ AND ASSOCIATES, A PROFESSIONAL ASSOCIATION.

**ARTICLE II**

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are active members of The Florida Bar in good standing.

This corporation shall not engage in any business other than the practice of law. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and any other types of investments, and may own real estate and personal property necessary for the rendering of the professional authorized hereby.

**ARTICLE III**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. Shares of the corporation's stock and certificates therefore shall be issued only to active members of The Florida Bar in good standing.

**ARTICLE IV**

The amount of capital with which this corporation will begin business shall be and is the sum of Five Hundred Dollars (\$500.00).

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

The principal office of this corporation shall be located in the City of Miami Beach, County of Dade, State of Florida and the post office address of said principle office of the corporation shall be 1881 Washington Avenue, #7B, Miami Beach, Florida 33139.

#### ARTICLE VII

The name and post office address of the incorporator of these articles of incorporation is as follows:

Carlos Alberto Rodriguez, Esq.  
1881 Washington Avenue, #7B  
Miami Beach, Florida 33139

#### ARTICLE VIII

If any officer, stockholder, agent or employee of this corporation who has been rendering legal services to the public (a) for any reason ceases to be an active member of The Florida Bar in good standing or becomes otherwise disqualified to practice law in this state, or (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as an attorney at law, or (c) makes an assignment for benefit of creditors, or (d) files a voluntary petition in bankruptcy or becomes the subject of an involuntary petition in bankruptcy, or (e) attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person or in any manner prohibited by law or by these articles or the by-laws of the corporation, or (f) if any lien of any kind is imposed upon the shares of stock of any such stockholder and such lien is not removed within 30 days after its imposition, then and in any of such events, all employment and relationship of such person with the corporation shall automatically and immediately stand completely severed and terminated, and, except to receive payment for any shares of stock in the corporation owned by him as authorized under Article IX hereof and to receive payment of any other amounts lawfully due and owing to him by the corporation, he shall then and thereafter have no further financial interest of any kind in this corporation.

#### ARTICLE IX

Upon the occurrence, with respect to a stockholder, of the events specified in Article VIII, or upon the death or adjudication of incompetency of a stockholder, then and in any of such events,

the shares of stock in this corporation of such stockholder shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividend or stock rights of any kind which may be declared thereafter by the corporation and shall be forthwith transferred, sold and purchased or redeemed at such price or value and only in such manner as shall be authorized or set forth in by-laws adopted by the stockholders.

#### ARTICLE X

No stockholder of this corporation and no representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in this corporation except to the corporation or to another individual who is then an active member of The Florida Bar in good standing.

The corporation's Board of Directors are specifically authorized from time to time to adopt by-laws not inconsistent herewith with respect to the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

#### ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

- (1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the incorporator shall pursuant to these articles and the by-laws, and until a Board of Directors is chosen subject to these articles and the by-laws, have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.
- (2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the incorporator and/or Board of Directors is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.
- (3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.
- (4) No contract or other transaction between the corporation and any other firm,

association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm association or corporation shall be affected or invalidated by the fact that any director of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.


#### ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE XIII

The name of the registered agent shall be Carlos Alberto Rodriguez, Esq. with post office address: 1881 Washington Ave., #7B, Miami Beach, Fl 33139.

I hereby accept designation as the registered agent of this corporation.

  
\_\_\_\_\_  
Carlos Alberto Rodriguez, Esq.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 11th day of September 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these articles of incorporation and certify that the facts herein state are true.

  
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Carlos Alberto Rodriguez, Esq.

FILED  
97 SEP 15 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA