

*Garcia, Martinez & Dominguez, P.A.*

*501 Northeast First Avenue.*

*Suite 200*

*Miami, Florida 33132*

*Humberto R. Dominguez*

*Richard J. Martinez*

*\* Carlos Garcia*

*Eve A. Boulsis*

*\* Also Admitted To Practice In  
Washington, D.C.*

*Telephone: (305) 577-3444*

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**797000 94809**

November 3, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32304

RE: GARCIA & DOMINGUEZ, P.A.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above referenced Corporation together with a check in the amount of \$122.50 to cover filing fee. Also enclosed is a self-addressed stamped envelope so you may mail us the certified copy of the Articles of Incorporation.

Very truly yours,

*Humberto R. Dominguez*  
Humberto R. Dominguez  
3941 N.W. 20 Street  
Miami, Florida 33142

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

GARCIA & DOMINGUEZ, P.A.

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Services Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME AND PRINCIPAL CORPORATE ADDRESS

The name of this Corporation is: GARCIA & DOMINGUEZ, P.A. The principal corporate address is 3941 N.W. 20 Street, Miami, Florida 33142.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The nature of business of this professional corporation and the objects and purposes proposed to be transacted and carried on by it are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.

2. To engage in any activity or business permitted for professional service corporations under the laws of the United States and of the State of Florida.

### ARTICLE III

#### CAPITAL STOCK

The capital stock of this professional corporation shall consist of ten thousand (10,000) shares of Common Stock having a par value of one dollar (\$1.00) per share, all of which shall be fully paid and nonassessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, tangible or intangible, or labor of services actually performed for this professional corporation, at a value to be fixed by the directors. Shares may be issued until the full amount of the consideration for such shares has been paid. Neither promissory notes nor future services shall constitute full or part payment for the issuance of shares of this professional corporation.

No shares may be issued to or voted by any person who is not duly licensed to practice law in the State of Florida.

1. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

### ARTICLE IV

#### DURATION

The Corporation shall have perpetual existence.

### ARTICLE V

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 3745 S.W. 60 Place, Miami, Florida 33155. The

name of the initial registered agent of the Corporation shall be:  
HUMBERTO R. DOMINGUEZ, ESQ.

#### ARTICLE VI

##### DIRECTORS

The Corporation shall be managed by a Board of Directors of at least two (2) Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law in the State of Florida. The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
HUMBERTO R. DOMINGUEZ (President)	3491 N.W. 20 Street Miami, Florida 33142
CARLOS GARCIA (Vice-President)	3491 N.W. 20 Street Miami, Florida 33142

#### ARTICLE VII

##### INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
HUMBERTO R. DOMINGUEZ	3491 N.W. 20 Street Miami, Florida 33142

#### ARTICLE VIII

##### SPECIAL PROVISIONS

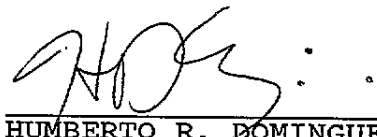
The Corporation shall have all corporate powers permitted to professional service corporations comprised of attorneys at law under the laws of the United States and of the State of Florida. The Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, and otherwise. Including the authority to establish the payment of bonuses, stock options, and pension and profit sharing plans, insurance and incentive plans.

#### ARTICLE IX

##### DISQUALIFICATION

If any officer, shareholder, or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such services within Florida or accepts employment that places restrictions or limitations upon his/her continued rendering of such services, then the Corporation shall require him/her to comply with the Florida Professional Service Corporation Act by severing or limiting his/her employment with the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of November 1997.

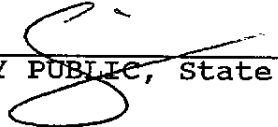


HUMBERTO R. DOMINGUEZ

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )     §§

BEFORE ME personally appeared Humberto R. Dominguez, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

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

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at  
Large

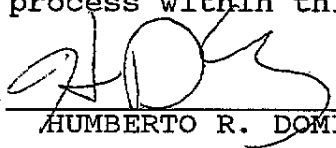
My Commission Expires:  
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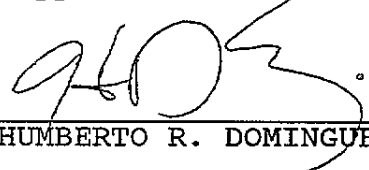
Carlos Garcia  
MY COMMISSION # CC676413 EXPIRES  
September 25, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**DESIGNATION AND ACCEPTANCE**  
**OF**  
**REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, GARCIA & DOMINGUEZ, P.A., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 3745 S.W. 60 Place, Miami, Florida 33155 has named Humberto R. Dominguez, located thereat as its registered agent to accept service of process within this State.

By:   
HUMBERTO R. DOMINGUEZ

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
HUMBERTO R. DOMINGUEZ

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA