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GEOFFREY M. WAYNE, P.A. → D Ø ■ Æ Å S ■

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NAME: FINE & ASSOCIATES, P.A.

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**ARTICLES OF INCORPORATION FOR
FINE & ASSOCIATES, P.A.**

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

I

NAME AND PRINCIPAL PLACE OF BUSINESS OF CORPORATION

The name of the corporation shall be **FINE & ASSOCIATES, P.A.** The corporation's principal office and mailing address shall be 200 South Biscayne Boulevard, Suite 3100, Miami Florida, 33131.

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 of the practice of law, and all of its fields of

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specialization, as are engaged in by attorneys.

b. To engage 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 services as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment 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 everything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be 1,000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

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c. The shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 200 South Biscayne Boulevard, Suite 3100, Miami, Florida 33131 and the name of the registered agent at said address is Alan S. Fine.

VI

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 a majority of the Shareholders but shall never be less than one. The name and

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address of the initial Director of this corporation is:

Alan S. Fine
200 South Biscayne Boulevard
Suite 3100
Miami, Florida 33131

VII

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.

VIII

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, 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 or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate

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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 or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

IX

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken by the corporation, and the writing 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.

X

INDEMNIFICATION

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

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XI

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 laws of the State of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned corporation incorporator has executed these Articles of Incorporation in the State of Florida this 14th day of November, 1997.


Geoffrey Wayne, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of FINE & ASSOCIATES, P.A., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0501 and 607.0502 and is herewith simultaneously designated as registered agent by Alan S. Fine.

Executed this 14th day of November, 1997.

By: _____

Alan S. Fine
Alan S. Fine, Registered Agent

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