

P97000100843

TRANSMITTAL LETTER

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

400002343144--8  
-11/17/97--01111--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: N.A.F.A. National Association for Foreign Attorneys  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$70.00.

EFFECTIVE DATE  
11-14-97

FROM:

TERESA SILVA BARRERA

Name (printed or typed)

11890 S.W. 8th STREET, PENTHOUSE

Address

Miami, Florida 33184

City, State & Zip

(305) 553-6100

Telephone Number

FILED  
97 NOV 17 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Note: Please provide the original and one p1630X of the Articles.

W970000 26121

BB  
12-1-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 19, 1997

TERESA SILVA BARRERA  
11890 S.W. 8TH STREET, PENTHOUSE  
MIAMI, FL 33184

SUBJECT: N.A.F.A., NATIONAL ASSOCIATION FOR FOREIGN ATTORNEYS,  
INC.  
Ref. Number: W97000026121

We have received your document for N.A.F.A., NATIONAL ASSOCIATION FOR FOREIGN ATTORNEYS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of 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 (850) 487-6925.

Barbara Brock  
Document Specialist

Letter Number: 797A00055447

**ARTICLES OF INCORPORATION OF**  
**N.A.F.A., NATIONAL ASSOCIATION FOR**  
**FOREIGN ATTORNEYS, INC.**

**FILED**  
97 NOV 17 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**EFFECTIVE DATE**

11-14-97

Article I. NAME

The name of this corporation is: N.A.F.A., NATIONAL ASSOCIATION FOR FOREIGN ATTORNEYS, INC.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these of Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Hundred (100), all of which shall be common shares with a par value of Fifty Dollar (\$50.00).

Article V. PRE-EMPTIVE 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 she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance fractional shares at the price at which it is offered to others).

Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation is:

HUMBERTO R. PACHECO  
10008 West Flagler Street  
Suite B-126  
Miami, Florida 33174

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have 4 Director(s) initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Director(s) of this corporation are:

Manuel Barrera  
126 Virginia Road  
Hollywood, FL 33034

Christopher Martin Waine  
11890 S.W. 8th Street, PH  
Miami, FL 33184

Engelbert Pacheco  
13907 S.W. 66th Street  
Miami, FL 33183

Federico D. Escoto  
9630 S.W. 45th Street  
Miami, FL 33145

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President: Humphrey H. Pachecker and  
Secretary: 11890 S.W. 8th Street  
Suite Penthouse  
Miami, Florida 33184

Vice President: Teresita Silva Barrera  
Treasurer: 11890 S.W. 8th Street  
Miami, FL 33184

Article IX. INCORPORATORS

The name of the persons signing these Articles of

Incorporation are:

HUMPHREY HUMBERTO PACHECKER  
TERESITA SILVA BARRERA

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Initial Officers of this corporation, Humphrey H. Pachecker and Teresita Silva Barrera.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Upon one incorporator's death, that interest passes to his or her heirs, as in tenancy in common. Shares held by the initial officers may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS

All corporation powers shall be exercised by and under the authority of the Initial Officers; and, the business affairs of this corporation shall be managed under the direction of the Initial Directors of this Corporation, but with the prior approval of the Initial Officers.

Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION


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

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 14th day of November, 1997.

  
Humphrey Humberto Pacheco

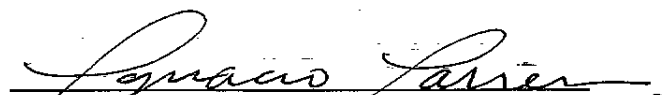
  
Teresita Silva Barrera

STATE OF FLORIDA    )  
                              )   ss:  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, personally appeared HUMPHREY HUMBERTO PACHECO and TERESITA SILVA BARRERA, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14TH day of NOVEMBER, 1997.

My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP SEPT. 21, 1998  
BONDED THRU GENERAL INS. UND.

  
NOTARY PUBLIC, State of  
Florida  
at Large.

ACCEPTANCE OF REGISTERED AGENT

-----

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that, N.A.F.A., NATIONAL ASSOCIATION FOR FOREIGN ATTORNEYS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, Dade County, State of Florida has named HUMBERTO R. PACHECO, from the County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

HUMBERTO R. PACHECO  
REGISTERED AGENT

By: 

FILED  
97 NOV 17 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA