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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: RLA ARCHITECTS, P.A.

AUDIT NUMBER.....H97000020539

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

RLA ARCHITECTS, P.A.

ARTICLE I

The name of this corporation shall be:

RLA ARCHITECTS, P.A.

ARTICLE II

The purpose for which this corporation is incorporated is to provide Architectural services, including Exterior/Interior Design, Space Planning, Construction Management, Inspections, Consulting Feasibility Studies, Construction Estimates, and all services related to Architecture.

This corporation shall not engage in any business other than the rendering of the professional services for which it is specifically incorporated; provided, however, nothing in this act or in any existing law applicable to corporations shall be interpreted to prohibit such corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or from owning real or personal property necessary for the rendering of professional services.

ARTICLE III

This corporation may not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation is incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

PREPARED BY: GUIDO A. AGUILERA, ESQ.
815 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134

FLORIDA BAR NO: 135749
(305) 445.8748

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ARTICLE IV

If any officer, shareholder, agent, or employee of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within Florida or accepts employment that, pursuant to existing law, place, restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, this corporation forthwith.

ARTICLE V

No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VI

The maximum number of shares of stock that this corporation is authorized to issue at any time is 1,000 shares of \$1.00 par value each.

ARTICLE VII

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the shareholders might so specifically set forth. Lacking this affirmative action by the shareholders, there shall be no preemptive rights.

ARTICLE VIII

This corporation is to have perpetual existence.

ARTICLE IX

The principal office of this corporation shall be located at 745 S.W. 35th Avenue, Miami, FL 33135, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

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ARTICLE X

The initial registered office of this corporation shall be at 745 S.W. 35th Avenue, Miami, FL 33135. The initial registered agent at such address shall be:

RAMON L. ARRONTE

ARTICLE XI

This corporation shall at all times have at least one (1) and not more than five (5) Directors who shall conduct the business of the corporation as a Board of Directors. The shareholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE XII

The names and address of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

RAMON L. ARRONTE
2655 Collins Avenue, #1203
Miami Beach, FL 33140

ARTICLE XIII

The names and addresses of the subscribers are:

RAMON L. ARRONTE
2655 Collins Avenue, #1203
Miami Beach, FL 33140

ARTICLE XIV

The By-Laws of this corporation may be created, amended, changed or replaced by either the shareholders or the directors of the corporation at any duly scheduled Special Meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned have made, subscribed

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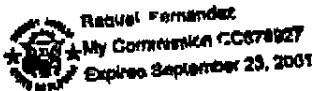
and acknowledged these Articles of Incorporation, this 8th day
of December 1997.

Ramon L. Arronte
RAMON L. ARRONTE

STATE OF FLORIDA)
) :SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
8th day of December 1997, by RAMON L. ARRONTE, who
is/are personally known to me or has/have produced Drivers Licenses
as identification and who did take an oath.

My Commission expires:



Raquel Fernandez
NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION NO.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT RLA ARCHITECTS, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED RAMON L. ARRONTE, LOCATED AT CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Ramon L. Arronte
(SUBSCRIBER)
RAMON L. ARRONTE

DATE:

December 8, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

Ramon L. Arronte
(RESIDENT AGENT)
RAMON L. ARRONTE

DATE:

December 8, 1997

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