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PHONE: (305)541-3694

EFFECTIVE DATE
1-15-98

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LAW OFFICES OF LIZZET MATINEZ, P.A.
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ARTICLES OF INCORPORATION

(9)

EFFECTIVE DATE
1-15-98

OF

LAW OFFICES OF LIZZET MARTINEZ, P.A.

The undersigned subscriber to these Articles of Incorporation hereby desires to form a professional corporation for profit under the provisions of Chapter 621, Florida Statutes, and Statutes amendatory thereof and supplemental thereto.

ARTICLE I

The name of this corporation shall be:

LAW OFFICES OF LIZZET MARTINEZ, P.A.

and the effective date of this incorporation shall be January 15, 1998.

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 duly authorized and licensed to practice law in the State of Florida.

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 other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby. This corporation may also engage in partnership with other similar professional associations, or individual professionals who are duly authorized and licensed to practice law in the State of Florida; as it may better serve the interest of this corporation.

This corporation will carry on any business necessary or incidental to the attainment of the

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Lizzet C. Martinez
Fla. Bar No.: 0114634
3436 South West 8th St.
Miami, Florida 33135
Tel.: 305-442-4211

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objectives of this corporation which are permitted by the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be sixty (60) shares of non-par value. All of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable. The stockholders shall have pre-emptive rights with respect to the stock of the corporation.

ARTICLE IV

The initial amount of capital with which this corporation will begin business shall be entered in the first meeting of the Board of Directors, representing the cash and market value of the assets paid for the issued stock.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal-office of this corporation shall be located in the City of Miami, Florida at 3436 S.W. 8th Street, Miami, Florida 33135.

ARTICLE VII

This corporation shall have initially only one (1) director, but the number of directors of this corporation may be increased from time to time by the By-Laws, up to five (5) directors.

ARTICLE VIII

The Board of Directors shall exercise the general management and control of the business and may exercise all of the powers of the corporation, including the designation of officers, except those powers expressly conferred upon, or reserved to, the stockholders, by statute, by the Articles of Incorporation, or by the By-Laws.

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The name and post office addresses of the members of the first Board of Directors, who subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are: LIZZET MARTINEZ, ESQUIRE, 3436 S.W. 8th Street, Miami, Florida, 33135.

ARTICLE IX

The name and post office address of the subscriber of these Articles of Incorporation and the statement of the number of shares of stock which she agrees to take, and the value of the consideration therefor are as follows:

NAME	ADDRESS	NO. OF SHARES
LIZZET MARTINEZ	3436 S.W. 8th Street Miami, Florida, 33135.	Sixty (60) Shares

The subscriber certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business.

ARTICLE X

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are employees, officers, or agents of this corporation. In the event that a stockholder:

- a) becomes 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 a practicing attorney, or
- c) ceases to be an employee, officer or agent of the corporation, or
- d) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock of this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation, or a manner prohibited by

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law or in a manner inconsistent with the provisions of these Articles, or by the By-Laws of this corporation, or

- (e) suffers an execution to be levied upon his stock or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the stockholder or other person in possession of such stock, which in the absence of by-law provision or written agreement between the corporation and its stockholders, or written agreement among its stockholders shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is canceled by the corporation, shall forthwith cease to be an employee, officer, director or agent of the corporation, and except to receive payment for this stock in accordance with the foregoing and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this transaction.

ARTICLE XI

Upon death of a stockholder, this stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and these Articles. If the corporation does not exercise its redemption rights, then, the stock may be transferred only to one or more of the other stockholders or to a person licensed to practice law in the State of Florida.

ARTICLE XII

No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to: a) the corporation, b) one or more stockholders in the corporation, or to another individual who is then duly authorized and licensed to practice law in the State of Florida, and then only after the proposed sale or transfer shall have been first approved, at a stockholder's meeting especially called for such purpose, by such proportion, no less than a majority, of the

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outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws. In such stockholder's meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

ARTICLE XIII

In furtherance of 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:

a) 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 Board of Directors shall 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.

b) 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.

c) 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 or directors of the corporation is a party or are parties to or are 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 XIV

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

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are granted subject to this reservation.

ARTICLE XV

The private property of the stockholders, officers, and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE XVI

The Registered Agent for service of process in the State of Florida, and its registered office shall be:

LIZZET MARTINEZ, ESQUIRE
3436 S.W. 8th Street
Miami, Florida 33135

ARTICLE XVII

Chapter 607 is applicable to the extent of not being in conflict with the provisions of the Professional Service Corporation Act. In such event the provisions of Chapter 621 shall take precedence.

ARTICLE XVIII

The Shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

This professional corporation may change its business purpose from the rendering of professional services to provide for any other lawful purpose by amending its Certificate of Incorporation in the manner required for an optional incorporation under

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that the LAW OFFICES OF LIZZET MARTINEZ, P.A. desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named LIZZET MARTINEZ, ESQUIRE, located at 3436 S.W. 8th Street, Miami, Florida, 33135, as its Registered 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.


LIZZET MARTINEZ, ESQUIRE
Registered Agent

Chapter 607 provided, however, such an amendment, when filed with and accepted by the Secretary of State, shall remove such incorporation from the provisions of Chapter 621.

IN WITNESS WHEREOF, I, the undersigned subscriber incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in this Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, this 15 day of Jan., 1998.


LIZZET MARTINEZ, ESQUIRE

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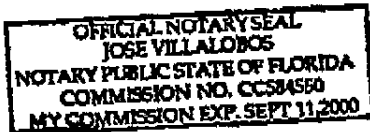
BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared, LIZZET MARTINEZ, ESQUIRE, who after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Florida County of Dade, Florida, this 15 day of January 1998.

My commission expires:

Jose Villalobos
Notary Public,

Florida at Large



Prepared By:

Lizzet Martinez, Esq.
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3436 S.W. 8th Street
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