

P98000006226

703

LAW OFFICES
FRANK E. AMSALEM, P.A.
777 ARTHUR GODFREY
SECOND FLOOR
MIAMI BEACH, FLORIDA 33140
TELEPHONE: (305) 534-4184
FACSIMILE: (305) 531-1708
Email Address: flalaw@Bellsouth.net

TRANSMITTAL LETTER

January 15, 1998

Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

300002405223--2
-01/20/98--01107--012
****122.50 ****122.50

SUBJECT: Amsalem & Choueke, P.A.

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fees
& Certificates

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee
Certified Copy
& Certificate

Please provide the original and one copy of the articles.

Should you have any questions, please feel free to contact the undersigned at any time.

Sincerely,

Frank E. Amsalem, Esq.

FEA/fa
Encl.

98 JAN 20 PM 12: 04
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8612-1
2/4/98

**ARTICLES OF INCORPORATION OF
AMSALEM & CHOUKE, P.A.**

The undersigned incorporators, who are licensed or otherwise legally authorized to practice the profession of law in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act. They further adopt the following articles of incorporation for the corporation:

**ARTICLE I.
NAME**

The name of the corporation is: **Amsalem & Choueke, P.A.**

**ARTICLE II.
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal place of business is 777 Arthur Godfrey Road, Second Floor, City of Miami Beach, County of Dade, State of Florida, 33140. The name of the initial registered agent of the corporation, located at that office, is Frank E. Amsalem.

**ARTICLE III.
DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders.

**ARTICLE IV.
PURPOSE**

The general purpose of the corporation is to practice the profession of law. The corporation shall also have the right to transact all other business which it is not prohibited to transact under the Florida Professional Service Corporation and Limited Liability Company Act.

FILED
98 JAN 20 PM 12:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLE V.
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is one hundred (100) shares. These shares shall be of a single class of common stock, and shall have a value of Ten Dollars (\$10.00) per share.

**ARTICLE VI.
CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the profession of law is not less than One Thousand Dollars (\$1,000.00).

**ARTICLE VII.
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

**ARTICLE VIII
INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator are:

1. Frank E. Amsalem, Esq., 777 Arthur Godfrey Road, 2nd Floor, Miami Beach, Florida 33140.
2. Ary Choueke, Esq., 777 Arthur Godfrey Road, 2nd Floor, Miami Beach, Florida 33140.

**ARTICLE IX.
DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the names and addresses of the initial directors are:

1. Frank E. Amsalem, Esq., 777 Arthur Godfrey Road, 2nd Floor, Miami Beach, Florida 33140.
2. Ary Choueke, Esq., 777 Arthur Godfrey Road, 2nd Floor, Miami Beach, Florida 33140.

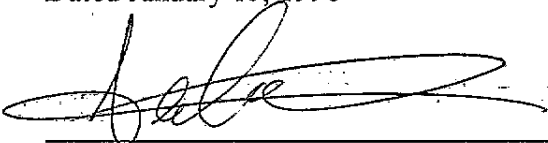
The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year or until the election and qualification of a successor. The number of directors for the corporation shall be as aforementioned until that number is changed pursuant to the bylaws.

ARTICLE X.
BYLAWS

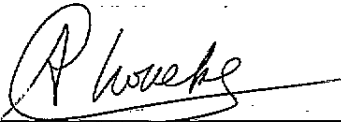
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than forty-five (45) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three-fourths (3/4) of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

The undersigned incorporators of this corporation, have executed these articles of incorporation at 777 Arthur Godfrey Road, Miami Beach, Florida 33140.

Dated January 15, 1998



Frank E. Amsalem, Esq.



Ary Choueke, Esq.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

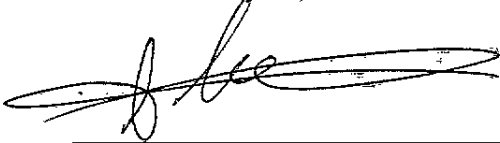
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is Amsalem & Choueke, P.A.
2. The name and the address of the registered agent and office is:

Frank E. Amsalem, Esq.
777 Arthur Godfrey Road
Second Floor
Miami Beach, Florida 33140

Having been named to accept service or process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 15, 1998



Frank E. Amsalem

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JAN 20 PM 12:04

FILED