

# P98800006520

## TRANSMITTAL LETTER

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

SUBJECT: CPZ & ASSOCIATES, INC.

Enclosed is an original and one (1) copy of the articles of

incorporation and a check for \$122.50.

FROM: DEBORAH DAVIS  
7300 N. Oakmont Drive  
Miami, FL 33015  
(305) 913-2064

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-01/22/98--01025--014  
\*\*\*\*122.50 \*\*\*\*122.50

NOTE: Please provide the original and one copy of the articles.

RECEIVED  
98 JAN 21 PM 4:36  
DIVISION OF CORPORATION

FILED  
98 JAN 21 PM 4:39  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

86-12-1  
105

ARTICLES OF INCORPORATION  
OF  
CPZ & ASSOCIATES INC.

The undersigned, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida:

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 21 PM 4:39

ARTICLE I - NAME

The name of this corporation is: CPZ & ASSOCIATES, INC., a Florida corporation.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be

vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI - STATUS

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

#### ARTICLE VII - TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

#### ARTICLE VIII - PREEMPTIVE 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 he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7300 North Oakmont Drive, Miami, Florida 33015 and the name of the initial registered agent of this corporation is

Deborah Davis whose address is 7300 North Oakmont Drive Miami, Florida 33015. The corporate address is the same.

#### ARTICLE X - INITIAL BOARD OF DIRECTORS AND INCORPORATORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director and incorporators who is signing these articles of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Deborah Davis	7300 N. Oakmont Drive Miami, Florida 33015

#### ARTICLE XI - INITIAL OFFICERS

The names and post office address of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT/SECRETARY/TREASURER

Deborah Davis	7300 N. Oakmont Drive Miami, Florida 33015
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All of the said Directors and Officers are of full age and both are citizens of the United States.

#### ARTICLE XII - INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

#### ARTICLE XIII - DISCLOSURE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no

way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation.

Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

#### ARTICLE XIV - BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be ~~name~~

amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

#### ARTICLE XV - AMENDMENTS


An amendment to these Articles of Incorporation may be proposed by any shareholder of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the shareholders.

#### ARTICLE XVI - INDEBTEDNESS

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have made, executed, subscribed and acknowledged these Articles of Incorporation on the 21<sup>st</sup> day of January, 1998 for the purpose of forming this a Sub-Chapter "S" corporation under the laws of the State of Florida.

Name: Deborah Davis  
Address: 7300 N. Oakmont Drive  
Miami, Florida 33015

  
Signature

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

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

1. The name of the corporation is:

CPZ & Associates, Inc.  
(must include suffix)

2. The name and address of the registered agent and office is:

Deborah Davis  
(NAME)

7300 N. Oakmont Drive  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Fl. 33015  
(CITY/STATE/ZIP)

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DIVISION OF CORPORATIONS  
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Having been named as registered agent and to accept service of 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.

Deborah Davis  
(SIGNATURE)

Jan. 21, 1998  
(DATE)