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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: OCTAVIO E. MAESTRE, P.A.

AUDIT NUMBER.....H98000008808

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ARTICLES FOR INCORPORATION

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FOR

OCTAVIO E. MESTRE, P.A.

The undersigned natural person, competent and licensed to perform legal services pursuant to Florida Statute Section 493, in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

The name and address of the corporation shall be:

OCTAVIO E. MESTRE, P.A.
328 Minorca Avenue, Second Floor
Coral Gables, Florida 33134

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TALLAHASSEE, FLORIDA

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II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

(a) To engage in every aspect in the performance of legal services, and all its fields of specialization, as are engaged in by Octavio E. Mestre.

(b) To engage and render the professional services involved only through its officers, agents and employees who shall be licensed to perform legal services in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

THIS DOCUMENT PREPARED BY:

OCTAVIO E. MESTRE, ESQ.
328 Minorca Avenue, Second Floor
Coral Gables, Florida 33134
Telephone: (305) 443-3303

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- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- (d) To engage in no other business other than the rendition of the professional services specified herein.
- (e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III
CAPITAL STOCK**

- (a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at \$1.00 per share par value.
- (b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- (c) Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**IV
DURATION**

The corporation shall have perpetual existence.

**V
REGISTERED AGENT**

The address of this corporation's initial registered office is 328 Minorca Avenue, Second Floor, Coral Gables, Florida 33134, and the name of its initial registered agent at said address is Octavio E. Mestre, attorney at law.

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**VI
INCORPORATOR**

The name and address of the Incorporator is as follows:

Octavio E. Mestre
328 Minorca Avenue, Second Floor
Coral Gables, Florida 33134

**VII
BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of one director. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Octavio E. Mestre
328 Minorca Avenue, Second Floor
Coral Gables, Florida 33134

**VIII
INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts

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owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**X
INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI
INDEMNIFICATION**

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

**XII
BYLAWS AMENDMENT**


The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 1st day of May, 1998.



Octavio E. Mestre

I HEREBY AGREE to act as Registered Agent for Octavio E. Mestre, P.A., and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.



Octavio E. Mestre
(Registered Agent)

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STATE OF FLORIDA)
SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of May, 1998 by OCTAVIA E. MEYRE, who is the person named in the document requiring notarization and is personally known to me or () produced _____ as identification.

[Handwritten Signature]

NOTARY PUBLIC, State of Florida

Printed Name, Commission No. and Seal:

 RICHARD L. KATZ
COMMISSION # CC 659628
EXPIRES AUG 10, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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TALLAHASSEE, FLORIDA

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