

TO: Division of Corporations
Box 6327
Tallahassee, FL 32314

FROM: Rafael A. Centurion
6450 Miami Lakes Drive
Miami, FL 33014

(305) 643-7328

DATE: June 5, 1998

Enclosed please find the original and one copy of the articles of incorporation for The Bankruptcy Legal Center, P.A., as well a check for \$122.50. Please return a certified copy of the articles to the above address.

Thank you.

Rafael Centurion

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-13321

TA-8/14/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 22, 1998

RAFAEL A. CENTURION
6450 MIAMI LAKES DR
MIAMI, FL 33014

(305) 643-7328

SUBJECT: THE BANKRUPTCY LEGAL CENTER, P.A.
Ref. Number: W98000013321

We have received your document for THE BANKRUPTCY LEGAL CENTER, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

PLEASE EITHER ADD THE MIDDLE INITIAL "A" TO YOUR NAME ON THE CERTIFICATE AND IN ARTICLE II OR REMOVE THE "A" FROM YOUR SIGNATURE ON THE CERTIFICATE. THAT WAY, YOUR NAME WILL BE IDENTICAL THROUGHOUT THE DOCUMENT.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 398A00032547



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

July 23, 1998

Rafael A. Centurion
6450 Miami Lakes Drive
Miami, FL 33014

Dear Ms. Centurion:

Re: "The Bankruptcy Legal Center, P.A."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a foreign corporation in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 414-8058

lg

✓ cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION

OF

THE BANKRUPTCY LEGAL CENTER, P.A.

The undersigned incorporator(s), each of whom is licensed to practice 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, and adopt the following articles of incorporation for the corporation:

ARTICLE I NAME

The name of the corporation shall be:

THE BANKRUPTCY LEGAL CENTER, P.A.

ARTICLE II PRINCIPAL OFFICE AND INTIAL REGISTERED AGENT

The address of the corporation's principal office is 6450 Miami Lakes Drive, Miami, Dade County, Florida, 33014. The name of the initial registered agent of the corporation, located at that office, is Rafael A. Centurion.

ARTICLE III DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV PURPOSE

The corporation is organized for the folowing purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by the corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried

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TALLAHASSEE, FLORIDA

out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of 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 500 shares. These shares shall be of a single class of common stock and shall have a value of \$1.00 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 \$500.

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 INCORPORATOR(S)

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

Rafael A. Centurion
6450 Miami Lakes Drive
Miami, Fl 33014

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 one (1), and the names and addresses of the initial directors are:

Rafael A. Centurion
6450 Miami Lakes Drive
Miami, Fl 33014

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 five years and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

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 60 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written of the shareholders, or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all the debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

29 day of July, 19 98.

Rafael A Centurion

Rafael A. Centurion

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 607.0501 or 617.0505, 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:

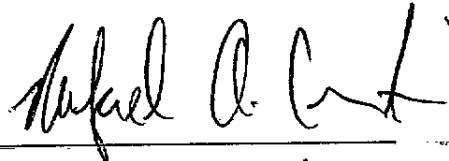
THE BANKRUPTCY LEGAL CENTER, P.A.

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

Rafael A. Centurion
6450 Miami Lakes Drive
Miami, Fl 33014

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.

SIGNATURE



DATE

7-29-98