

P980000 79981

Linda Rodriguez-Torrent

... Attorney At Law

605 South Pine Street
Sebring, FL 33870

September 8, 1998

NEW CORPORATE FILINGS
FLORIDA DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, FL 32399

000002636230--1
09/10/98 01054--001
*****70.00 *****70.00

RE: LINDA RODRIGUEZ-TORRENT, P.A.

Dear Sir or Madam:

Enclosed please find the Original and one copy of the Articles of Incorporation for the above-referenced Corporation. Please file the original in your office and return one copy to me.

I am enclosing my Office Account Check number 2462 in the amount of \$70.00 made payable to the Secretary of State covering your fees.

Thank you for your cooperation.

Yours sincerely,

L. Rodriguez-Torrent
Linda Rodriguez-Torrent

Enclosures: as stated

Linda Rodriguez GAVE
AUTHORIZATION BY PHONE TO
CORRECT add corp. suffix of PA to heading:
DATE 9/16
DOC. EXAM BA

APPROVED
AND
FILED
08 SEP 10 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF

LINDA RODRIGUEZ-TORRENT, P.A.

98 SEP 10 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each of whom is licensed or otherwise legally authorized 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 this corporation is LINDA RODRIGUEZ-TORRENT, P.A.

ARTICLE II. PURPOSE AND POWERS

This corporation is organized for the following purposes and shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including but not limited to the following:

(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 this corporation.

(b) To have one or more offices, buy, sell, hold, mortgage, convey and lease personal and real property, enter into contracts, contract debts, borrow money, execute such notes, mortgages, and other documents of indebtedness, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

(c) The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

The professional services of this corporation shall be carried 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of a single class and having no par value. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE V. ADDRESS

The street address of the principal and initial registered office of the corporation in the State of Florida is 605 South Pine Street, Sebring, Florida 33870. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

ARTICLE VI. DIRECTORS

This corporation shall have 1 director, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one. The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws.

ARTICLE VII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
LINDA RODRIGUEZ-TORRENT	605 SOUTH PINE STREET SEBRING, Florida 33870

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
LINDA RODRIGUEZ-TORRENT	605 SOUTH PINE STREET SEBRING, Florida 33870

The subscribers of these Articles of Incorporation hereby assign to this corporation their rights under Chapters 607 and 621, Florida Statutes, to constitute a corporation, and they hereby assign to those persons designated by the board of directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, these assignments becoming effective when

these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII. 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 affirmative unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XIII. DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all 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.

ARTICLE XIV. TERMINATION OF STOCK OWNERSHIP RIGHTS

If, for any reason, any shareholder becomes disqualified to practice law in the State of Florida or if, as a result of his or her voluntary act, any shareholder becomes limited or restricted in his or her practice of law in the State of Florida, that shareholder's right to own stock in the corporation shall cease, and he or she shall dispose of his or her stock in the manner set forth herein and the Bylaws of this Corporation.

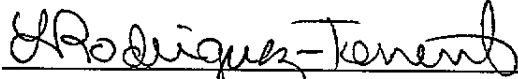
ARTICLE XV. STOCK TRANSFER RESTRICTIONS

Shares of stock in this corporation may be transferred only to: the corporation; one or more other shareholders in the corporation; an other professional corporation or limited liability company practicing law; or a person who is licensed to practice law in the state of Florida. Any sale to a person or entity who is not already a shareholder in the corporation must be approved in advance by written consent of not less than 75% of the shareholders.

ARTICLE XVI. REGISTERED OFFICE AND
REGISTERED AGENT

The corporation hereby designates as its' registered office 605 South Pine Street, Sebring, Florida 33870, and as its' registered agent, LINDA RODRIGUEZ-TORRENT, who is located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscribers, have hereunto set our hands and seals this 8th day of Sept 1998, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.


LINDA RODRIGUEZ-TORRENT
Subscriber

STATE OF FLORIDA
COUNTY OF HIGHLANDS

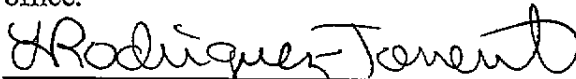
THE FOREGOING instrument was acknowledged before me this ____ day of 1998, by LINDA RODRIGUEZ-TORRENT, who is personally known to me to be the person described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

(S E A L)

Notary Public, State Of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the 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.


LINDA RODRIGUEZ-TORRENT
Registered Agent

98 SEP 10 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED