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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: RAFAEL P. PEREZ & ASSOCIATES, P.A.

AUDIT NUMBER.....H98000019460

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

EMPIRE CORPORATE KIT

SUBJECT: RAFAEL E. PEREZ & ASSOCIATES, P.A.
REF: W98000023828

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Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H98000019460
Letter Number: 698A00051809



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**ARTICLES OF INCORPORATION FOR
RAFAEL E. PEREZ & ASSOCIATES, P.A.**

The undersigned incorporator, who is licensed or otherwise legally authorized to practice as a realtor and its related activities, with all rights and privileges inherent with said license, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be:
RAFAEL E. PEREZ & ASSOCIATES, P.A.

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

The address of the corporation's principal office is 30 N.W. 87th Avenue, Unit 201, Miami, Florida 33172. The name and address of the initial registered agent and incorporator of the corporation shall be :

**Rafael E. Perez
30 N.W. 87th Avenue
Unit 201
Miami, Florida 33172**

**ARTICLE III
DURATION**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation to the Department of State and shall be of perpetual duration, or until dissolved on a vote of the shareholder(s) as provided in the Bylaws, or as provided by law.

**ARTICLE IV
PURPOSE**

This corporation is organized for the following purposes:

Prepared by:
Livia R. Dreize, Esq.
Damera & Dreize, P.A.
201 West Flagler Street
Miami, Florida 33130
(305) 446-6760
FL Bar No. 0001988

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a. To engage in the practice of rendering professional services as a realtor and any other services authorized under the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objectives of this Corporation.

b. The professional services of this corporation shall be carried out only through shareholders, officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional services as a licensed realtor 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 100 shares. These shares shall be of a single class of common stock, referred to as Common Shares, and shall have a par value of \$1.00 per share.

ARTICLE VI VOTING RIGHTS

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.

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash on any new stock of this Corporation or sale of existing shares held by another shareholder, of the same kind, class or series as that which he already holds, shall have the right of first refusal to the purchase of his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

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**ARTICLE IX
DIRECTORS**

The corporation is to be managed by a board of director(s). The Corporation shall have one director initially. The initial director of the Corporation shall hold office until his/her successor(s) is/are elected and qualified as provided in the Bylaws, or until his/her/their earlier resignation or removal from office. The name of the initial director is:

Name	Address
Rafael E. Perez - President, Vice-President, Treasurer, Secretary	30 N.W. 87th Avenue Unit 201 Miami, Florida 33172

The term of Office of each director shall be for one year 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 the number is changed by a Bylaw duly adopted by the shareholder(s).


**ARTICLE X
BYLAWS**

The initial director shall submit the proposed Bylaws to the shareholder(s) at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the Bylaws.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article II of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of her duties.

Dated this 20 day of October, 1998


 RAFAEL E. PEREZ
 Registered Agent

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The undersigned incorporator of this corporation has executed these Articles of Incorporation at Miami, Florida this 20 day of October, 1998.

Rafael Perez
RAFAEL E. PEREZ

STATE OF FLORIDA

COUNTY OF DADE

I certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared **RAFAEL E. PEREZ** who is personally known to me or who has produced 760-725-48-459-0, as identification and executed the foregoing instrument.

WITNESS MY HAND AND SEAL this th20 day of October, 1998.



LIVIA R. DREIZE
COMMISSION # CC 42543-4
EXPIRES DEC 8, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

Livia R. Dreize
NOTARY PUBLIC

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