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NAME: JORGE DIAZ-CUETO & ASSOCIATES, P.A.  
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ARTICLES OF INCORPORATION

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Jorge Diaz-Cueto & Associates, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, hereby presents these Articles for the purpose of forming a professional corporation by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a professional service corporation.

ARTICLE I  
NAME

The name of the corporation shall be: Jorge Diaz-Cueto & Associates, P.A.

ARTICLE II  
ORGANIZATION

This corporation is organized for the following purpose:

a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this 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.

c. 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 of law in, the State of Florida.

ARTICLE III  
CAPITAL STOCK

The total number of shares of stock which the corporation shall have the authority to issue is One Hundred shares, all of which shares shall have a One Dollar (\$1.00) par value, and shall have equal rights, privileges and voting power.

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorized by unanimous consent.

ARTICLE IV  
INITIAL CAPITAL

Presented By: Jorge Diaz-Cueto, Esquire, Florida Bar No. 0143367, 169 East Flagler Street, Suite 1527,  
Miami, Florida 33131; Telephone No. (305) 381-9188.

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The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to do business.

#### **ARTICLE V PERPETUAL EXISTENCE**

This corporation is to have perpetual existence.

#### **ARTICLE VI ADDRESS**

The address of the principal office of the corporation is to be located at 169 East Flagler Street, Suite 1527, Miami, Florida 33131, or in such other location as the Board of Directors may determine.

#### **ARTICLE VII DIRECTORS**

The number of the members of the Board of Directors of this corporation shall not be less than one (1). The number of directors may be increased or decreased from time to time by the By-Laws adopted by the corporation. If required by the ethics of the legal profession, the Directors shall be required to possess the same professional qualification as shareholders are required to possess.

#### **ARTICLE VIII INITIAL DIRECTORS**

The name and address of the initial Officer and of the First Board of Directors, who, subject to the provision of this Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

Jorge Diaz-Cueto  
169 East Flagler Street  
Suite 1527  
Miami, Florida 33131

#### **ARTICLE IX SUBSCRIBERS**

The name and address of each subscriber of this corporation is as follows:

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Jorge Diaz-Cueto  
169 East Flagler Street  
Suite 1527  
Miami, Florida 33131

#### **ARTICLE X VOTING TRUSTS**

No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any and all of these shares.

#### **ARTICLE XI CONTRACTS**

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation and every person who may become a Director of this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

#### **ARTICLE XII RESTRAINT OF ALIENATION OF SHARES**

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

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**ARTICLE XIII  
RESIDENT AGENT**

The Corporation hereby appoints Jorge Diaz-Cueto, whose address is 169 East Flagler Street, Suite 1527, Miami, Florida 33131 to serve as resident agent for the corporation as provided in the applicable Florida statutes.

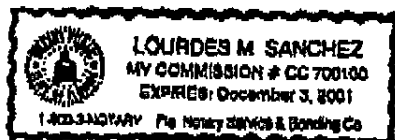
IN WITNESS WHEREOF, the undersigned has made and subscribed to this Certificate of Incorporation at Miami, Miami-Dade County, Florida, for the uses and purposes aforesaid, this 20th day of Nov. , 1998.

By Jorge Diaz-Cueto  
Jorge Diaz-Cueto

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, Jorge Diaz-Cueto, (who is personally known to me) or has produced \_\_\_\_\_ as identification and who did/did not take an oath, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 20th day of November , 1998.



Lourdes M. Sanchez  
Notary Public, State of Florida  
Lourdes M. Sanchez  
Print Name

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

**Jorge Diaz-Cueto & Associates, P.A.**, a corporation being organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, has named **Jorge Diaz-Cueto** located at 169 East Flagler Street, Miami, Florida 33131, County of Miami-Dade, State of Florida, as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

(Must be signed by Designated Agent)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby state that I am familiar with, and accept the obligations provided for in the Florida Statutes § 607.325, and that I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
Jorge Diaz-Cueto  
Registered Agent

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