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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
3001 S.W. THIRD AVENUE  
HISTORIC CORAL WAY  
MIAMI, FLORIDA 33129  
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December 8, 1998

Of Counsel  
NEAL R. SONNETT  
WHITE COLLAR CRIMINAL DEFENSE  
CHENG-SHOU WANG  
INTERNATIONAL TRANSACTIONS

VIA U.S. MAIL

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

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-12/10/98--01051--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Amaury Cruz, P.A.

Dear Sir/Madam:

Enclosed find Articles of Incorporation for the above-referenced corporation with a check in the amount of \$78.75. I have also enclosed a self-addressed stamped for a stamped copy once it has been filed.

Should you have any questions, please feel free to call me.

Very truly yours,

DE LA O & MARKO

  
Ligia Munguia

/lm

FILED  
98 DEC 10 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1075

STATE OF FLORIDA  
ARTICLES OF INCORPORATION OF  
AMAURY CRUZ, P.A.

**FILED**  
98 DEC 10 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent and legally authorized to practice the profession of Attorney-at-Law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME**

The name of this corporation is AMAURY CRUZ, P.A.

**ARTICLE II. PURPOSE AND NATURE OF BUSINESS**

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law and more especially in the general practice of law and to render such services as may be ancillary to the foregoing. The corporation may purchase and own real estate and personal property necessary or appropriate for rendering its professional services and may invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, all in accordance with the provisions of Florida Statutes Chapter 621.

2. The services of this Corporation which consist of the practice of law shall be carried out only through officers, employees and agents who are active members of The Florida Bar in good standing and licensed in Florida to render the service of an attorney-at-law.

3. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Florida Bar, or by the provisions of these Articles of Incorporation.

#### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 500 shares having a par value of \$1 per share. Such shares of the Corporation may be not issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of The Florida Bar in good standing.

#### **ARTICLE IV. DURATION**

The Corporation shall have perpetual existence.

#### **ARTICLE V. ADDRESS AND AGENT**

The street address of the principal and initial registered office of the Corporation is 3001 S.W. THIRD AVE., MIAMI, FL 33129, and the name of its initial registered agent is AMAURY CRUZ. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

#### **ARTICLE VI. DIRECTORS**

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of The Florida Bar in good standing. The Directors shall be elected by the Shareholders of the

Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows: AMAURY CRUZ, ESQ., 3001 S.W. 3rd Ave., Miami, FL 33129.

#### **ARTICLE VII. SUBSCRIBERS**

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows: AMAURY CRUZ, ESQ., 3001 S.W. 3rd Ave., Miami, FL 33129.

#### **ARTICLE VIII. RESTRAINT ON ALIENATION**

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

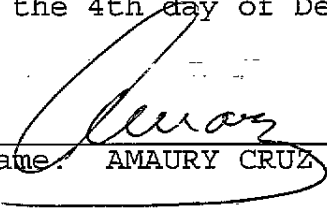
#### **ARTICLE IX. DISQUALIFICATION**

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 4th day of December, 1998.

  
Name. AMAURY CRUZ

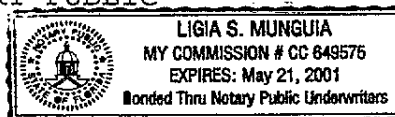
STATE OF FLORIDA       )  
                                  )  
COUNTY OF MIAMI-DADE       )

BEFORE ME, personally appeared AMAURY CRUZ, to me well known and known to me be the person described in and before me that he executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 4th day of December, A.D., 1998, in the aforesaid County and State.

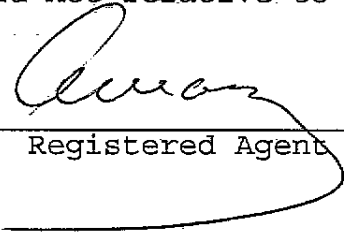
  
NOTARY PUBLIC

My Commission Expires:



ACKNOWLEDGEMENT OF REGISTERED AGENT

I, AMAURY CRUZ, having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and to agree to comply with the provision of said Act relative to keeping open said office.

By:   
Registered Agent

FILED  
98 DEC 10 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA