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FLORIDA PROFIT CORPORATION OR P.A.

ANTONIO J. PINEIRO, JR., P.A.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
ANTONIO J. PIÑEIRO, JR., P.A.

THE UNDERSIGNED, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provision of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: ANTONIO J. PIÑEIRO, JR., P.A.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment

Antonio J. Piñeiro, Jr., P.A.  
2150 SW 13th Ave. FONO. 183279  
Miami, FL 33145 (305) 854-4040

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*of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawsuit pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.*

*The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.*

ARTICLE III

CAPITAL STOCK

*The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.*

ARTICLE IV

INITIAL CAPITAL

*The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.*

ARTICLE V

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TERM OF EXISTENCE

*This corporation is to exist perpetually, unless sooner dissolved according to law.*

ARTICLE VI

ADDRESS

*The initial post office address of the principal office of this corporation in the State of Florida is 2150 S. W. 13<sup>th</sup> Avenue, Miami, Florida 33145.*

*The Board of Directors may, from time to time, move the principal office to any other address in Florida.*

ARTICLE VII

DIRECTOR

*This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1). If required by the ethics of the legal profession, Directors shall be required to possess the same professional qualifications as shareholders are required to possess.*

ARTICLE VIII

INITIAL DIRECTOR

*The name and post office address of the member of the first Board of Director is:*

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO J. PIÑEIRO, JR.	2150 S. W. 13 <sup>th</sup> Avenue Miami, Florida 33145

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ARTICLE IX

SUBSCRIBER

*The name and post office address of the Subscriber of these Articles of Incorporation is:*

<u>NAME</u>	<u>ADDRESS</u>
ANTONIO J. PIÑEIRO, JR.	2150 S. W. 13 <sup>th</sup> Avenue Miami, Florida 33145

ARTICLE X

VOTING TRUSTS

*No shareholder of this corporation shall enter into a voting trust agreement or any type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.*

ARTICLE XI

CUMULATIVE VOTING FOR DIRECTOR

*At all elections of a Director of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of a Director with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.*

ARTICLE XII

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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 transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, 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 is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.*

ARTICLE XIII

REMOVAL OF A DIRECTOR

*Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.*

ARTICLE XIV

*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*

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corporation by any of its shareholders, or in the event of 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 become 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.

ARTICLE XV

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into or become a partner in, any arrangement for sharing profits, union of interests, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

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*This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive rights to purchase or subscribe to any new issues of any stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.*

*This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.*

*This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase, provided, however, the capital of this corporation is not impaired.*

*This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:*

- (1) A pension plan.*
- (2) A profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession.*
- (3) A stock bonus plan.*
- (4) A thrift and savings plan.*
- (5) A restrictive stock option plan, or*
- (6) Other retirement or incentive compensation plans.*

ARTICLE XVI

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AMENDMENT

*These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.*

ARTICLE XVII

RESIDENT AGENT

*Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:*

ANTONIO J. PIÑEIRO, JR.  
2150 S. W. 13<sup>th</sup> Avenue  
Miami, Florida 33145

*IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 4<sup>th</sup> day of February, 1999.*

  
ANTONIO J. PIÑEIRO, JR.  
Subscriber

STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF DADE     )

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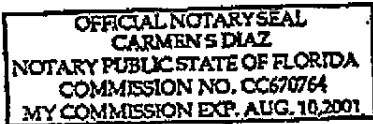
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The foregoing instrument was acknowledged before me on this 4th day of February, 1999 by ANTONIO J. PINEIRO, JR., who is personally known to me and who did take an oath acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 4<sup>th</sup> day of February, 1999.

Carmen S. Diaz  
CARMEN S. DIAZ, NOTARY PUBLIC,  
STATE OF FLORIDA AT LARGE

My commission expires:



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ANTONIO J. PIÑEIRO, JR., P.A.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING PERSON UPON WHOM PROCESS MAY BE SERVED, AND ACKNOWLEDGMENT OF RESIDENT AGENT.**

Pursuant to Chapter 607.051 Florida Statutes, the following is submitted in compliance with said Act:

That ANTONIO J. PIÑEIRO, JR., P.A., desiring to organize under the laws of the State of Florida has named ANTONIO J. PIÑEIRO, JR., whose office is located at 2150 S. W. 13<sup>th</sup> Avenue, Miami, Florida 33145, as its Resident Agent to accept service of process within the State.

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named the Resident Agent to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation and this Certificate, I hereby accept the appointment as Resident Agent and agree to act in its capacity. I further agree to comply with the provisions of the Statutes of the State of Florida relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Resident Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida in this 4<sup>th</sup> day of February, 1999.

By:

*[Signature]*  
ANTONIO J. PIÑEIRO, JR.  
Resident Agent

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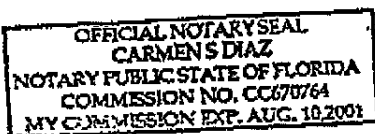
STATE OF FLORIDA )  
  ) ss.  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me on this 4th day of February, 1999 by ANTONIO J. PIÑEIRO, JR., who is personally known to me and who did take an oath acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 4<sup>th</sup> day of February, 1999.

*[Signature]*  
CARMEN S. DIAZ, NOTARY PUBLIC,  
STATE OF FLORIDA AT LARGE

My commission expires:



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