

P99000029235

LAW OFFICES OF MIRIAM R. MERLO

14554 S.W. 96th Terrace
Miami, FL 33186
(305) 408-1700 (Telephone)
(305) 386-9211 (Facsimile)

March 24, 1999

20000281195812- - 2
-03/23/99--01040--001
*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Law Offices of Miriam R. Merlo, P.A.

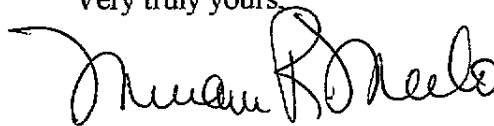
Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation of the Law Offices of Miriam R. Merlo, P.A.
2. My firm's check in the amount of \$78.75 representing the filing fee plus certified copy fee.

Please process this incorporation as soon as possible. I can be contacted at the number indicated above in the event you have any questions.

Very truly yours,



Miriam R. Merlo, Esq.

/mrm
encl..

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAR 26 PM 4:36

FILED

ajc
3/31

ARTICLES OF INCORPORATION
OF
LAW OFFICES OF MIRIAM R. MERLO, P.A.

FILED
99 MAR 26 PM 4:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I

The name of the professional service corporation is: LAW OFFICES OF MIRIAM R. MERLO, P.A.

ARTICLE II

NATURE OF BUSINESS

The professional service corporation is organized for transacting any and all lawful business in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value as follows: FIVE HUNDRED (500) at ONE DOLLAR (\$1.00) par value shares. None of the

shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This professional service corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial principal office of this professional service corporation is to be located at:

14554 S.W. 96th Terrace
Miami, Florida 33186

ARTICLE VI

DIRECTORS

The number of directors of this professional service corporation shall be one (1) initially, but may be increased according to the Bylaws adopted by the shareholders.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and the Bylaws of the State of Florida, shall hold office for the first year of this professional service corporation's existence or until his/her successors are elected and have qualified are as follows:

Miriam R. Merlo, Esq.
14554 S.W. 96th Terrace
Miami, Florida 33186

President/Vice-President
Secretary/Treasurer/Director

ARTICLE VIII

AMENDMENTS

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 to these Articles of Incorporation be made.

ARTICLE IX

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service 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 the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes

legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the Bylaws adopted by the shareholders.

CERTIFICATE OF DESIGNATING (OR CHANGING)
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE, NAMING AGENT
UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that: LAW OFFICES OF MIRIAM R. MERLO, P.A., desiring to organize 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:


Miriam R. Merlo, Esq.
14554 S.W. 96th Terrace
Miami, Florida 33186

as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated professional service corporation, at the place designated in this Certificate, I hereby accept the appointment as resident agent and agree to act in this capacity. I further agree to comply with the provisions of all

statutes 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.


Miriam R. Merlo, Esq.
Resident Agent

DATED this 23rd day of March, 1999.

ARTICLE X

INCORPORATORS

The name and address of the Incorporator of the professional service corporation is:

Miriam R. Merlo, Esq.
14554 S.W. 96th Terrace
Miami, Florida 33186

ARTICLE XI

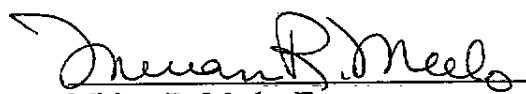
RESIDENT AGENT

The Resident Agent upon whom service of process is to be made is:

Miriam R. Merlo, Esq.
14554 S.W. 96th Terrace
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these

Articles at Miami, Miami-Dade County, Florida, for the use and purpose aforesaid.


Miriam R. Merlo, Esq.
Incorporator

FILED
99 MAR 26 PM 4:36
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA