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Florida Department of State  
Division of Corporations  
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## BASIC AMENDMENT

CARRANZA, COWHEARD, VEGA &amp; FREELY, P.A.

Certificate of Status	0
Certified Copy	1
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*Amended & Restated  
Art.  
01/29/02*

January 29, 2002

CARRANZA, COWHEARD, VEGA & FREELY, P.A.  
3625 NW 82ND AVENUE  
STE 306  
MIAMI, FL 33166

SUBJECT: CARRANZA, COWHEARD, VEGA & FREELY, P.A.  
REF: P99000070042

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H02000023429  
Letter Number: 702A00005067



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 28, 2002

CARRANZA, COWHEARD, VEGA & FREELY, P.A.  
3625 NW 82ND AVENUE  
STE 306  
MIAMI, FL 33166

SUBJECT: CARRANZA, COWHEARD, VEGA & FREELY, P.A.  
REF: P99000070042

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Darlene Connell  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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Carranza/CCVF/RestatedArtIncorp011202aFL

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**SECOND AMENDMENT TO AND FIRST RESTATEMENT  
OF ARTICLES OF INCORPORATION  
OF CARRANZA, COWHEARD, VEGA & FREELY, P.A.**

On August 6, 1999, the Articles of Incorporation of Carranza, Cowheard, Vega & Freely, P.A. were filed with the Secretary of State of Florida. On September 9, 1999, the First Articles of Amendment of the Articles of Incorporation were filed with the Secretary of State. On January 24, 2002, the Board of Directors of Carranza, Cowheard, Vega & Freely, P.A., with vote sufficient for approval, approved and submitted the following proposal to the shareholders for approval as required by FSA § 607.1007(4): (a) modification of the current Articles of Incorporation, (b) approval and adoption of the Second Amendment to and First Restatement Of the Articles of Incorporation of Carranza, Cowheard, Vega & Freely, P.A. ("First Restatement"), and (c) authorization for the President to execute and file this First Restatement.

On January 24, 2002, by written consent in accordance with FSA § 607.0704, the shareholders approved, with vote sufficient for approval, the modification of the current Articles of Incorporation, adoption of the First Restatement, and authorization for the President to execute and file this First Restatement with the Florida Department of State.

**ARTICLE I - NAME**

The name of the corporation is: CARRANZA, COWHEARD, VEGA & FREELY,  
P.A.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in the practice of accountancy and any activity of business permitted under the laws of the United States, any State, or any foreign country, subject to the limitations set out in Chapter 621 of the Florida Statutes, titled "Professional Service Corporation and Limited Liability Company Act", as hereinafter amended.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to

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have outstanding at any one time is 1,000,000 shares of Common Stock with a par value of \$0.01 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors.

#### **ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V - DIRECTORS**

The Board of Directors shall have four (4) directors. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the bylaws. Directors need not be shareholders or residents of Florida.

This corporation is empowered to indemnify any officer, director, or shareholder in accordance with and to the fullest extent permitted by the Florida Statutes, as now and hereafter in effect or amended.

#### **ARTICLE VI - RULES OF GOVERNANCE**

(a) **Additional Powers Granted to Board of Directors.** - The directors are empowered to, and shall govern without the approval of the shareholders, any and every aspect imaginable (to the fullest extent permitted by applicable law now and hereafter in effect or amended), directly or indirectly, relating to, attributable to, or arising out of, among and between a shareholder, the shareholders, the corporation, or any of them in any combination or singularly. To so govern, the directors shall

adopt, amend, or revoke from time to time the Rules of Governance now or hereafter in effect or amended.

(b) **Examples of Rules of Governance.** - By way of example and not limitation, the scope of the Rules of Governance include, among others, the following: rights and obligations of shareholders; rights and obligations of the corporation; restrictions, limitations, and prohibitions on stock ownership, transfer, use, or disposition; employment of any shareholder by the corporation; voluntary or involuntary retirement of any shareholder employed by the corporation; redemption of any stock; eligibility requirement for any purpose whatsoever, including without limitation such requirements to become, to continue, or to remain a shareholder, director, or employee of the corporation; buy-sell rights and obligations between any shareholder, among the shareholders, and with the corporation; requirements for spousal consent as condition of continued stock ownership or employment; and obligations of shareholders or employed shareholders to provide personal guaranties (and with spousal guaranties if so required), capital contributions for corporate purposes as a condition of continued stock ownership or employment, and the exercise of the corporate powers or the management of the business and affairs of the corporation or the relationship between the shareholders, the directors, or the corporation provided is not contrary to public policy.

(c) **Approval from Directors.** - The adoption, amendment, or revocation of any Rules of Governance shall require the affirmative vote as follows: (i) of at least 60% (sixty percent) of the directors eligible to vote and present at a meeting of

directors and (ii) in the absence of a meeting, the unanimous written consent of the directors then on the Board of Directors.

(d) **Notice to Shareholders.** - Upon approval, amendment, or revocation of any Rules of Governance, the corporation shall promptly notify all shareholders within three working days of such action (or as soon as practicable under the circumstances). Unless noted otherwise by the directors, any adoption, amendment, or revocation shall become effective on the date of approval by the directors.

(e) **Exclusive and Binding Dispute Resolution Mechanism.** - In the event of any dispute, disagreement, interpretation, or difference of view or opinion on any aspect whatsoever, directly or indirectly, relating to, attributable to, or arising out of the Rules of Governance, Articles of Incorporation (now and hereafter in effect or amended), Bylaws (now and hereafter in effect or amended), or the relationship between and among any shareholder, the shareholders, the corporation, or any of them in any combination or singularly; each shareholder and the corporation agree that all disputes, disagreements, interpretation, differences of view or opinions, or any other aspect whatsoever shall be governed exclusively by this Article VI(e) titled "Rules of Governance" and resolved exclusively by the directors. The directors shall decide any matters with the affirmative vote of (i) at least 60% (sixty percent) of the directors eligible to vote and present at a meeting of directors and (ii) in the absence of a meeting, the unanimous written consent of the directors then on the Board of Directors. Any decision by the directors shall be final and binding on all shareholders (and its heirs, assignees, personal representatives, custodians, trustees, successors in

interest, debtors in possession, legatees, and any transferee by operation of law) and the corporation absent fraud or collusion. A director, by virtue of having an interest in the controversy or being a participant in the controversy, shall not be disqualified for quorum or from voting purposes.

(f) **Denial of Permanent Right or Entitlement.** - No right or entitlement under the Articles of Incorporation, Rules of Governance, or Bylaws is permanent in nature and is subject to amendment or revocation (in whole or in part) at any time without consent from or approval by the shareholder affected by such amendment or revocation.

#### **ARTICLE VII - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the directors.

#### **ARTICLE VIII - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the shareholders representing a majority of the shares entitled to vote and, also, as provided in the bylaws then in effect.

#### **ARTICLE IX - SHAREHOLDER QUORUM AND VOTING**

Except as noted otherwise herein, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

Except as noted otherwise herein, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject



matter shall be the act of the shareholders unless a greater percentage is required in the Articles of Incorporation or Rules of Governance.

#### **ARTICLE X - AMENDMENT**

The Articles of Incorporation may be amended with the affirmative vote of 75% (seventy-five percent) of the shares entitled to vote, represented in person or by proxy, at a meeting convened with a quorum of shareholders, represented in person or by proxy, representing at least 75% (seventy-five percent) of the total shares entitled to vote.

#### **ARTICLE XI - AFFILIATED TRANSACTIONS**

This corporation elects not to be governed by the section of the Florida Business Corporation Act, now and hereafter in effect and as amended, dealing with affiliated transactions.

#### **ARTICLE XII - PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office or mailing address is as follows:

Doral Executive Park  
3625 NW 82<sup>nd</sup> Avenue  
Building 2, Suite 306  
Miami, FL 33166

The principal place of business may be changed by a majority of the members of the board of directors present at a validly convened meeting.

#### **ARTICLE XIV - RESTRICTIONS AND LIMITATIONS**

This corporation is being formed under Chapter 621 of the Florida Statutes, now and as hereafter in effect and as amended, as is subject to all of its restrictions and limitations that exist now or might hereafter exist.

**ARTICLE XV -- LEGEND**

All stock certificates issued by the corporation will bear the following legend:

The shares evidenced by this certificate are subject to, and the sale, transfer, pledge, or disposal otherwise of any shares or interest therein can be made (to the extent so permitted, if at all) only upon compliance with the terms of its Articles of Incorporation, Bylaws, and Rules of Governance, now or hereafter in effect or as amended as to any of these documents. A copy of the Rules of Governance, Articles of Incorporation, and Bylaws will be provided by corporation upon request free of charge. These shares have not been registered under the Securities Act of 1933 or any applicable blue sky laws. Because these shares have been acquired for investment purposes only and not with a view to distribute or resell, these shares may not be sold, mortgaged, pledged, hypothecated, or otherwise transferred without an effective registration statement under the Securities Act of 1933 or an opinion from counsel (that must be selected and approved by the corporation at its sole and arbitrary discretion), at the expense (to be paid in advance) of the holder of these shares, that registration is not required under the Securities Act of 1933 or any applicable blue sky laws.

IN WITNESS WHEREOF, the undersigned authorized by the shareholders has hereunto set his hand and seal this 24 day of January, 2002.



Luis O. Carranza, President

**C E R T I F I C A T E  
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statutes, the following is submitted. First - that Carranza, Cowheard, Vega & Freely, P.A. with its principal office at Doral Executive Park, 3625 NW 82<sup>nd</sup> Avenue, Building 2, Suite 306, Miami, FL 33166, has named Luis O. Carranza located at Doral Executive Park, 3625 NW 82<sup>nd</sup> Avenue, Building 2, Suite 306, Miami, FL 33166, as its agent to accept service of process within this State.

**A C K N O W L E D G M E N T**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office. The registered agent is familiar with, and accepts, the obligations provided under the Florida Business Corporation Act.

**REGISTERED AGENT: Luis O. Carranza**

By: 

Luis O. Carranza  
Doral Executive Park  
3625 NW 82<sup>nd</sup> Avenue  
Building 2, Suite 306,  
Miami, FL 33166

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**CERTIFICATE REQUIRED  
UNDER FLORIDA STATUTES § 607.1007(4)(b)**

**FIRST RESTATEMENT OF  
AND SECOND AMENDMENT TO  
TO ARTICLES OF INCORPORATION  
OF  
CARRANZA, COWHEARD, VEGA & FREELY, PA.**

On August 6, 1999, the Articles of Incorporation of Carranza, Cowheard, Vega & Freely, PA. ("CCVF") were filed with the Secretary of State of Florida. On September 9, 1999, the First Articles of Amendment of the Articles of Incorporation of CCVF were filed with the Secretary of State of Florida. On January 24, 2002, the Board of Directors of CCVF, with vote sufficient for approval, approved and submitted the following proposal to the shareholders for approval as required by FSA § 607.1007(4): (a) modification of the current Articles of Incorporation, (b) approval and adoption of the Second Amendment to And First Restatement Of the Articles of Incorporation of CCVF ("First Restatement"), and (c) authorization of the President to execute and file this First Restatement.

On January 24, 2002, by written consent in accordance with FSA § 607.0704, the shareholders approved, with vote sufficient for approval, the modification of the current Articles of Incorporation, adoption of the First Restatement, and authorization for the President to execute and file this First Restatement with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned authorized by the shareholders has hereunto set his hand and seal this 24 day of January, 2002.



Luis Carranza, President

Certificate attached  
to the First Restatement  
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