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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

GIORGAS & SERRALTA, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 13, 1999

EMPIRE

SUBJECT: GIOURGAS & SERRALTA, P.A.
REF: W99000018757

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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**ARTICLES OF INCORPORATION
OF**

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GIORGAS & SERRALTA, P.A.

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

GIORGAS & SERRALTA, P.A.

ARTICLE II. NATURE OF BUSINESS

The general nature and purposes of the business to be transacted and carried on by this corporation shall be:

(a) To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by an attorney.

(b) To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(d) To engage in no other business other than the rendition of the professional services specified herein.

(e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

This instrument was prepared by:
GEORGE S. GIORGAS, ESQUIRE
1710 SW 27 Ave., Miami, FL 33145
Telephone # (305) 445-0505
FLA. BAR NO. 029002

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ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) shares Common Stock \$1.00 per Value.

The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. INCORPORATORS

The names and addresses of the Incorporators are as follow:

GEORGE S. GIOURGAS, ESQ.
1710 S.W. 27th Avenue
Miami, Florida 33145

MARIO SERRALTA, ESQ.
1710 S.W. 27th Avenue
Miami, Florida 33145

ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initials Directors of this corporation are:

GEORGE S. GIOURGAS, ESQ.
1710 S.W. 27th Avenue
Miami, Florida 33145

ARTICLE VII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation part of the corporate records.

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ARTICLE VII. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such as shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE VIII. INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of directors.

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, to the full extent permitted by law. No contract or other transaction between this corporation or any other corporation and no act of this corporation shall in any way be affected or

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invalidated by the fact that any of the director/directors of the corporation are pecuniarily or otherwise interested in, or are a director or officer of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have known to the Board of Director/Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X. - BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

ARTICLE XI. - PRINCIPAL OFFICE AND REGISTERED AGENT

The corporation's principal office and mailing address is: 1710 S.W. 27th Avenue, Miami, Florida 33145.

The corporation's initial registered agent's name is:

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IN WITNESS WHEREOF, the parties of these Articles

Incorporation have hereunto set their hands and seal on this 11th day of August, 1999.



GEORGE S. GIORGAS
Incorporator


MARIO SERRALTA
Incorporator

STATE OF FLORIDA)
:SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County above-mentioned to take acknowledgements, personally appeared GEORGE S. GIORGAS and MARIO SERRALTA who are well known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State named above this 11th day of August, 1999.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



MARIA JOSE INCER
COMMISSION # C6575082
EXPIRES AUG 7, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT GIORGAS & SERRALTA, P.A.
NAME OF CORPORATION

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

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MIAMI, STATE OF FLORIDA, HAS NAMED GEORGE S. GIORGAS LOCATED AT
1710 S.W. 27th Avenue, Miami, Florida 33145, AS ITS AGENT TO
SERVICE OR PROCESS FLORIDA.

ACKNOWLEDGEMENT
(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.

SIGNATURE

DATE

08-11-99

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TALLAHASSEE, FLORIDA