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**FILED**  
00 FEB 24 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

February 22, 2000

Department of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
02-22-00

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-02/24/00--01030--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of **Stuart M. Smith, P.A.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Professional Corporation. Please file the original Articles and return the copy to me with the filing confirmation letter at the mailing address below:

**Blaine H. Hibberd, Esq.**  
**320 Southeast 9<sup>th</sup> Street**  
**Fort Lauderdale, Florida 33316**

I have enclosed a check in the amount of \$70.00 representing the costs of filing the Articles of Incorporation and the Registered Agent Designation. The effective date of the corporation is designated in the Articles of Incorporation as **February 22, 2000**.

Thank you in advance for your immediate attention to this matter. If you should have any questions, please do not hesitate to contact me at the above number.

Sincerely,



Blaine H. Hibberd, Esq.  
For the Firm

Enc.

S. Thompson MAR 01 2000

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**ARTICLES OF INCORPORATION  
OF  
STUART M. SMITH, P.A.**

The undersigned incorporator, for the purpose of forming a professional corporation under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation for such professional corporation.

**ARTICLE I**

The name of the professional corporation shall be **Stuart M. Smith, P.A.**

**ARTICLE II**

The professional corporation shall have the power to engage in the general practice of law and to render such services as may be ancillary to the foregoing in accordance with the Rules Regulating the Florida Bar and the Rules of Professional Conduct contained therein. The professional corporation may purchase and own real 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 F.S.A. 621.

**ARTICLE III**

The aggregate number of shares that the professional corporation shall have authority to issue and to have outstanding at any on time is **one thousand (1,000) shares** with a par value of **(\$.01)**. All such shares shall be of a single class and designated as common.

**ARTICLE IV**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE V**

The professional corporation elects to have preemptive rights.

## **ARTICLE VI**

The professional corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the professional corporation), by reason of the fact that the person is or was a director or officer of the professional corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the professional corporation, or serves or served at the request of the professional corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the professional corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE VII**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this professional corporation.

## **ARTICLE VIII**

The bylaws of the professional corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE IX**

The number of directors of the professional corporation shall be set by the bylaws of the professional corporation.

## **ARTICLE X**

The initial registered agent and initial registered office of the professional corporation is:

**Blaine H. Hibberd, Esq.**  
**320 Southeast 9th Street**  
**Fort Lauderdale, Florida 33316.**

## ARTICLE XI

The principal place of business of this professional corporation shall be:

**Stuart M. Smith, P.A.  
200 Southeast 6th Street  
Suite 404  
Fort Lauderdale, Florida 33301**

The mailing address of this professional corporation shall be:

**Stuart M. Smith, P.A.  
P.O. Box 2002  
Fort Lauderdale, Florida 33303**

## ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is

**Blaine H. Hibberd, Esq.  
320 Southeast 9th Street  
Fort Lauderdale, Florida 33316**

## ARTICLE XIII

The effective date of the professional corporation shall be **February 22, 2000**.

The undersigned incorporator has executed these Articles of Incorporation this **22nd day of February, 2000**.

  
Blaine H. Hibberd, Esq.  
Incorporator

Date: 2/22/2000

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT AND REGISTERED OFFICE**

*Pursuant to the provisions of sections 607-0501, Florida Statutes, the undersigned professional corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.*

The name of the professional corporation is **Stuart M. Smith, P.A.**

The name and address of the registered agent and office is:

**Blaine H. Hibberd, Esq.  
320 Southeast 9th Street  
Fort Lauderdale, Florida 33316**

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Blaine H. Hibberd, Esq.  
Incorporator

Date: 2/22/2000

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO AS REGISTERED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.**



Blaine H. Hibberd, Esq.  
Registered Agent

Date: 2/22/2000