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FLORIDA PROFIT CORPORATION OR P.A.

michael walker, p.a.

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ARTICLES OF INCORPORATION

OF

MICHAEL WALKER, P.A.

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

ARTICLE I NAME

The name of the corporation shall be:

MICHAEL WALKER, P.A.

The principal place of business of this corporation shall be:

407 LINCOLN ROAD, SUITE 4E, MIAMI BEACH, FL 33139

This Instrument Prepared By:

MICHAEL WALKER, ESQ.
407 LINCOLN ROAD
SUITE 4E
MIAMI BEACH, FL 33139
DISTRICT OF COLUMBIA BAR #468142

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ARTICLE II NATURE OF BUSINESS

The general nature of the business and the proposed objects and purpose to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do, viz:

- a) To engage in every aspect in the practice of law, maintain such practice, offices, own property and transact all business incidental to such practice.
- b) The professional association may, in addition, so long as no rules, regulations or ethical standards governing the practice of law by The Florida Bar Association are violated, engage in the management and operation of any property which comes to the professional by ways of fees or investments.
- c) To render the professional services involved only through its officers, agents and employees who are active members of the legal profession in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services of this professional association.
- d) To invest its funds in real estate, mortgages, stocks, bonds and other types of investments.
- e) To own real and personal property necessary for the rendering of the public services hereby authorized.
- f) This corporation shall not engage in any business other than the practice of law authorized by the State of Florida and by these Articles of Incorporation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

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ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 407 Lincoln Road, Suite 4F, Miami Beach, FL 33139 and the name of the initial registered agent of this corporation at that address is Michael Walker, Esquire.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall be conducted by a Board and have one director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one director and shall never be more than three directors. The name and address of the initial director of this corporation is:

MICHAEL WALKER
407 Lincoln Road, Suite 4F
Miami, FL 33139

ARTICLE VII INITIAL OFFICERS

The name of the initial officers are as follows:

PRESIDENT:	MICHAEL WALKER
TREASURER:	MICHAEL WALKER
SECRETARY:	MICHAEL WALKER

ARTICLE VIII INCORPORATOR

The name and street address of the person signing these articles is:

MICHAEL WALKER

407 Lincoln Road, Suite 4F
Miami Beach, FL 33139

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ARTICLE IX DISTRIBUTION

The names and post office addresses of each subscriber of this Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

NAME	ADDRESS	SHARE
MICHAEL WALKER	407 Lincoln Road, Suite 4E Miami Beach, FL 33139	100

ARTICLE X ADDITIONAL PROVISIONS

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this corporation:

- a) Shares of this corporation's stock and certificate therefore shall be issued only to active members of their profession in good standing.
- b) If any officer, shareholder, agent or employee of this corporation's services to the public:
 - 1) Becomes legally disqualified to render professional services with the State; or
 - 2) Is elected to public office, which office would prevent him from rendering professional services on behalf of the corporation; or
 - 3) Accepts employment that, pursuant to existing law, is a restriction or limitation upon his rendering professional service; or
 - 4) Makes an assignment for the benefits of creditors; or
 - 5) Files for a voluntary petition in bankruptcy or becomes the subject of an involuntary petition in bankruptcy; or
 - 6) Attempts to sell, transfer, hypothecate or pledge any shares of stock of this corporation, to any person; or in any manner prohibited by law or by these Articles of Incorporation or by the by-laws of this corporation; or

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7) If any execution is levied upon, or any lien of any kind is imposed on the shares of stock of any such stockholder; or

8) Upon the death or adjudication of incompetence of the stockholder; or

9) Upon the voluntary or involuntary severance of a stockholder as an officer, agent or employee of this corporation,

then in any such event, the stockholder's employment with and the financial interest in the corporation shall cease and he is severed forthwith, except to receive payment for such shares of stock in this corporation as are owned by this corporation, and said stock of such stockholder shall be forthwith transferred, sold, pledged or redeemed at such price or value and in only such manner as shall be authorized or set forth by the by-laws, by the stockholders or this corporation or in any appropriate stockholders agreement.

c) No stockholder of this corporation and no personal representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in the corporation except to another individual who is duly licensed or otherwise legally authorized within the State to render the same professional service of this corporation and then only after the proposed sale or transfer shall have been first approved at the stockholder's meeting specifically called for such purpose, by such proportion, but not less than a majority of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time by the by-laws adopted by the stockholder's agreement. At such time, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

d) The corporation's Board of Directors are specifically authorized from time to time to adopt by-laws consistent herewith, restraining the alienation of shares of stock, providing however, such provisions dealing with the purchase of redemption by the corporation of those shares of stock may not invoke at a time or in a manner that would impair the capital of this corporation.

e) The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation except such as may be by Statute of any Article of Incorporation or Amendment thereto, or by the by-laws as executed from time to time, or by a stockholder's agreement, expressly conferred upon or reserved to the stockholders from time to time.

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f) The Board of Directors, from time to time, shall determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of this corporation, or any of them shall be opened to the inspection of stockholders, and no stockholder shall have any right to inspect any account or document of this corporation, except as conferred by Statute or authorized by the Board of Directors.

g) The Directors may prescribe a method for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

h) This corporation shall have such officers as may from time to time be provided by the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall in such powers and duties as may be prescribed therein or as may be determined from time to time by the Board of Directors.

i) The stockholders may, in their discretion, choose a Chairman of the Board of Directors at an annual meeting of the stockholders of the corporation, or if the annual meeting is not held, at any meeting of the stockholders thereafter called pursuant to the by-laws of the corporation.

j) No contract or other transactions between this corporation and any other firm, association or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a member, director or officer, or are members, directors of such firm, association or corporation, and any directors or officers, individually or jointly, may be a party or parties to, or may be party to, or may be interested in any contract or transaction of this corporation or in which the corporation is interested, and no contract, act or transaction in the absence of fraud of this corporation shall be affected or invalidated by the fact that any director or directors of this corporation is or are connected with such person, firm, association or corporation, and each and every person who may be a director of a corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested. The directors, when so interested, shall be accounted as present for the Board of Directors meetings. They may vote in such meeting as fully and with the same effect as if not so interested.

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ARTICLE XI EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State of the State of Florida.

ARTICLE XII AMENDMENT

The 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 stockholders 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.

IN WITNESS WHEREOF, the undersigned subscriber as executed these Articles of Incorporation this 9 of October, 2000.

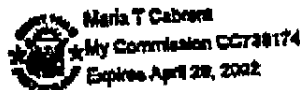
Signature of Incorporator

MICHAEL WALKER

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth, personally appeared MICHAEL WALKER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9 day of October, 2000.



Maria T. Cabrera
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: 4/29/02

(SEAL)

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ARTICLES OF INCORPORATION FILING FEE:

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: MICHAEL WALKER, P.A.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
THE CITY OF MIAMI, STATE OF FLORIDA,
HAS NAMED MICHAEL WALKER AS REGISTERED AGENT LOCATED
AT 407 LINCOLN ROAD, SUITE 4E, MIAMI BEACH, FL 33139 TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE: 

MICHAEL WALKER, PRESIDENT

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.

DATED 10/4/00

MICHAEL WALKER
REGISTERED AGENT

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