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OFFICE  
BRIAN W. PARISER, ESQ.  
SUITE 1011  
9130 SOUTH DADELAND BOULEVARD  
MIAMI, FLORIDA 33158  
13051 670-7730  
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FILED  
95 DEC 22 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 21, 1995

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: BRIAN W. PARISER, P.A.

400001638974  
-12/22/95--01067--007  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find an original of the Articles of Incorporation for the above corporation and check in the amount of \$122.50 for filing and a certified copy.

EFFECTIVE DATE  
1-1-96

Very truly yours,

*[Signature]*  
BRIAN W. PARISER

BWP/met  
Enclosures

Marlene GAVE

AUTHORIZATION BY PHONE TO  
CORRECT Principal address  
DATE 1-2-96 *effective date*  
DOC. EXAM. D. J. [Signature]

*[Signature]*  
1-2-96

**ARTICLES OF INCORPORATION**

**OF**

**BRIAN W. PARISER, P.A.**

**FILED**

95 DEC 22 AM 10:02

SECRETARY OF STATE  
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.

**EFFECTIVE DATE**

1-1-96

**ARTICLE I: NAME**

The name of the professional service corporation is:

**BRIAN W. PARISER, P.A.**

**ARTICLE II: PURPOSE**

The general nature of the business or business to be transacted by the corporation shall be:

The professional service corporation is formed to engage 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; and,

To engage in any lawful act or activity for which corporations organized under the Professional Service Corporations Act, Florida Statutes, Chapter 621, and as amended and, in general, to possess and exercise all the powers and privileges granted by the laws of the State of Florida or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation.

**ARTICLE III: TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Department of State of Florida. **EFFECTIVE**  
JANUARY 01, 1996.

**ARTICLE IV: CAPITAL STOCK**

The capital stock of the professional service corporation shall be one thousand (1,000.00) shares of common stock having a par value of One Dollar (\$1.00) per share.

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 V: REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 9130 South Dadeland Boulevard, Suite 1511, Miami, Florida 33156. The name of the initial registered agent at that address is Brian W. Pariser, Esq. Principal address is also the same as registered office.

**ARTICLE VI: BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

BRIAN W. PARISER, ESQ.

9130 South Dadeland Boulevard  
Suite 1511  
Miami, Florida 33156

**ARTICLE VII: SUBSCRIBER**

The name and address of the person signing these Articles of Incorporation is:

BRIAN W. PARISER, ESQ.  
9130 South Dadeland Boulevard, Suite 1511  
Miami, Florida 33156

**ARTICLE VIII: RESTRAINT ON ALIENATION OF SHARES**

The shareholder of the professional service corporation shall have the power to include in the by-laws, 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 service corporation may sell or transfer his 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 or is elected to a public office or accepts employment that places restrictions or limitations on his 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 by-laws adopted by the shareholders.

#### ARTICLE IX: AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

#### ARTICLE X: INDEMNIFICATION

The corporation shall indemnify any person made a part to any action by or in the right of the Corporation to procure a judgment in its favor by reason of their being or having been a director or officer of the Corporation, or any other corporation which they served as such at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by them in connection with the defense or settlement of such action, or in connection with any appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of their duty to the Corporation.

The Corporation shall indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity or director or officer of the Corporation, or of any other corporation which they served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that they had reasonable grounds for belief that such action was unlawful.

The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-laws, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation, in Miami, Florida this 21 day of December, 1995.

Brian W. Pariser  
BRIAN W. PARISER, ESQ.

STATE OF FLORIDA     )  
                                  )     SS:  
COUNTY OF DADE     )

The foregoing Articles of Incorporation were acknowledged before me on the 21<sup>st</sup> day of December, 1995, by BRIAN W. PARISER, ESQ.

OFFICIAL NOTARY SEAL  
MARLENE E FEIT  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC277751  
MY COMMISSION EXPI. MAY 20, 1997

Marlene E. Feit  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

(SEAL)

My commission expires:

**CERTIFICATE OF 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:

THAT BRIAN W. PARISER, P.A. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED BRIAN W. PARISER, ESQ. LOCATED AT 9130 SOUTH DADELAND BOULEVARD, SUITE 1511, MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Brian W. Pariser*  
BRIAN W. PARISER, ESQ.  
TITLE: President

DATED THIS 21<sup>st</sup> DAY OF DECEMBER, 1995.

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 *Brian W. Pariser*  
BRIAN W. PARISER, ESQ.

DATE December 21, 1995.

office\bwpi.nc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA