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ACCOUNT NO. : 072100000032
REFERENCE : 934463 135902A
AUTHORIZATION :
COST LIMIT : * PREPAID

FILED
APR 29 1996
TALLAHASSEE, FL
4/26/96

ORDER DATE : April 29, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 934463

CUSTOMER NO: 135902A

CUSTOMER: Morris Silberman, Esq
MORRIS SILBERMAN, P.A.

Suite 101
1230 Myrtle Avenue, South
Clearwater, FL 34616

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-04/29/96--01106--006
***122.50 ***122.50

DOMESTIC FILING

NAME: SASSO & BODOLAY, P.A.

EFFECTIVE DATE: APRIL 26, 1996

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez
EXAMINER'S INITIALS:

4/29/96
VB

RECEIVED
APR 29 1996
TALLAHASSEE, FL

ARTICLES OF INCORPORATION

OF

SASSO & BODOLAY, P.A.

We, the undersigned incorporators to these Articles of Incorporation, natural persons competent to contact and legally authorized to practice law in the State of Florida, do hereby adopt the following Articles of Incorporation for the formation of a professional corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of this corporation shall be:

SASSO & BODOLAY, P.A.

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized and the nature of its business are as follows:

To engage in the practice of law as a professional service corporation and to provide services incidental thereto, and to render such services as may be ancillary to the foregoing;

To purchase and own, or lease, real and personal property necessary or appropriate for rendering its professional services or to carry on any business necessary or incidental to the purposes of the Corporation, and may invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, all in accordance with Florida law;

To enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purposes of this Corporation;

To do all and everything necessary, proper and convenient for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the Corporation, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives for which this Corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Services Corporation Act.

FILED
MAR 29 11:55
TALLAHASSEE, FLA.

4/26/76

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of seven thousand five hundred (7,500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The shares of capital stock shall be issued for such consideration as may be determined by the Board of Directors. None of the shares of the Corporation may be issued to anyone other than an individual who is licensed to practice law in the State of Florida.

ARTICLE IV

PREEMPTIVE RIGHTS AND SHARE TRANSFER RESTRICTIONS

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares.

The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE V

TERM OF EXISTENCE

This corporation shall begin existence on April 26, 1996, and shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this Corporation in the State of Florida shall be 3090 Haverford Drive, Clearwater, FL 34621. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

ARTICLE VII

DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) Directors. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one (1). No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law in the State of Florida. The names and street addresses of each initial member of the Board of Directors, is as follows:

<u>Name</u>	<u>Address</u>
Andrew B. Sasso	3090 Haverford Drive Clearwater, FL 34621
Teresa S. Bodolay	12001 9th St. N., #2408 St. Petersburg, FL 33716

The authority of the Board of Directors may be limited by vote of the holder or holders of a majority of the shares of the Corporation, and some or all of the duties of the Board of Directors may be performed by the shareholders of the Corporation, upon approval by the holder or holders of a majority of the shares of the Corporation.

ARTICLE VIII

INCORPORATOR

The names and street addresses of the Incorporators of these Articles of Incorporation, who are duly licensed in the State of Florida to practice law, are as follows:

<u>Name</u>	<u>Address</u>
Andrew B. Sasso	3090 Haverford Drive Clearwater, FL 34621
Teresa S. Bodolay	12001 9th St. N., #2408 St. Petersburg, FL 33716

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

corporation is 3090 Haverford Drive, Clearwater, FL 34621, and the name of the initial registered agent at such address is Andrew B. Sasso.

ARTICLE X

TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the Corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable, because one or more Directors or Officers of the Corporation is or are interested in such contract or transaction as a Director or Officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this Corporation or in which this Corporation is interested, and no Director or Officer of this Corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of this Corporation may vote upon any such contract or other transaction of the Corporation and may also vote upon any contract or other transaction between the Corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify its officers and directors, and any former officers and directors, to the fullest extent permitted by law.

ARTICLE XII

DISQUALIFICATION


If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE XIII


AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original Incorporators to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 26th day of April, 1996.



ANDREW B. SASSO (SEAL)



TERESA S. BODOLAY (SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, ANDREW B. SASSO and TERESA S. BODOLAY, who produced the following identification: _____, or who ~~are~~ personally known to me, and who executed the foregoing Articles of Incorporation, who did/did not take an oath, and have acknowledged before me that they executed the same as a free and voluntary act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 26th day of April, 1996.



NOTARY PUBLIC-STATE OF FLORIDA

Notary Print Name: Amye C. Robb
Commission Number: CC 374662

My Commission expires: 5/16/98

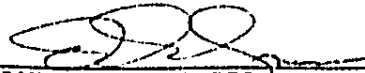


AMYE C ROBB
My Commission CC374662
Expires May, 16, 1998

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
APR 29 11:56
CLEARWATER, FL

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment 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 obligations of my position as Registered Agent.



ANDREW B. SASSO
3090 Haverford Drive
Clearwater, FL 34621
(813) 726-5121

Date: April 26, 1996