

P96000046212

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No. 52810

RE: Pyska Douberley Blackmon
Levy & Savola PA

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
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<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

95 MAY 31 AM 11:55
 TALLAHASSEE, FLORIDA
 DEPARTMENT OF STATE

FILED

PH 5/31/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>5/17</u>	_____	_____
TIME	<u>10:00</u>	_____	CK No. _____
BY	<u>[Signature]</u>	_____	_____

WALK-IN Will Pick Up _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____
	\$ _____

RECEIVED
 95 MAY 31 AM 10:22
 DIVISION OF CORPORATIONS

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 MAY 31 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PYSZKA, DOUBERLEY, BLACKMON, LEVY & SAVOLA, P.A.
a Florida Professional Service Corporation

The undersigned natural person, competent and licensed to practice 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 General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

PYSZKA, DOUBERLEY, BLACKMON, LEVY & SAVOLA, P.A.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.

The Corporation may also engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

None of the shares of this Corporation may be issued to anyone other than an individual in good standing and duly licensed to practice as an Attorney in the State of Florida.

**ARTICLE IV
EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Gerard E. Pyszka, Esq.

INITIAL REGISTERED OFFICE: 2665 South Bayshore Drive,
Grand Bay Plaza
Fifth Floor
Miami, Florida 33133

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

By: 

Gerard E. Pyszka, Esq.

**ARTICLE VI
DIRECTORS**

The Corporation shall have five (5) Directors initially. 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 (1). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Stockholders are required to possess. The names and addresses of the members of the first Board of Directors are:

**Gerard E. Pyszka
2665 South Bayshore Drive
Grand Bay Plaza
Fifth Floor
Miami, Florida 33133**

**William M. Douberley
2665 South Bayshore Drive
Grand Bay Plaza
Fifth Floor
Miami, Florida 33133**

**Phillip D. Blackmon, Jr.
2665 South Bayshore Drive
Grand Bay Plaza
Fifth Floor
Miami, Florida 33133**

**Benjamin D. Levy
2665 South Bayshore Drive
Grand Bay Plaza
Fifth Floor
Miami, Florida 33133**

**L.H. Steven Savola
2665 South Bayshore Drive
Grand Bay Plaza
Fifth Floor
Miami, Florida 33133**

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Gerard E. Pyszka, Esq.
2665 South Bayshore Drive
Grand Bay Plaza
Fifth Floor
Miami, Florida 33133

**ARTICLE VIII
PRINCIPAL OFFICE**

The principal office of the corporation is:

Grand Bay Plaza
Fifth Floor
2665 Bayshore Drive
Miami, Florida 33133

**ARTICLE IX
MAILING ADDRESS**

The mailing address of the corporation is:

Grand Bay Plaza
Fifth Floor
2665 Bayshore Drive
Miami, Florida 33133

**ARTICLE X
VOTING TRUSTS**

No Stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE XI
REMOVAL OF DIRECTOR**

Any Director of this Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

**ARTICLE XII
RESTRAINT ON ALIENATION OF SHARES**

The Stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Stockholder of this Corporation. If any Stockholder becomes legally disqualified to practice in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares shall immediately become subject to purchase by this Corporation in accordance with the Bylaws adopted by the Stockholders.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XIV
POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XV
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 XVI
INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent is obtained in writing setting forth the action so taken. Such written consent shall be

signed by all the Shareholders entitled to vote upon such action at a meeting and shall be filed with the Secretary of the Corporation as part of the corporate records.

**ARTICLE XVII
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 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 XVIII
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 XIX
AMENDMENT TO ARTICLES OF INCORPORATION**

These 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 Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned Incorporator have executed these Articles of Incorporation this 25 day of May, 1996.


Gerard E. Pyszka, Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

FILED

96 MAY 31 AM 11:55

BEFORE ME, the undersigned authority, an Officer duly qualified to administer oaths and take acknowledgments in the State and County of ~~DADE~~ ^{MIAMI} ~~DADE~~ ^{MIAMI} FLORIDA personally appeared GERARD E. PYSZKA, ESQ., personally known to me or who has produced _____, as identification, and who did not take an oath, to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and who duly acknowledged to me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in Miami, in the County and State aforesaid, this 25th day of May, 1996.

Judith L. Astor
Notary Public, State of Florida at large
Judith L. Astor

My Commission Expires: