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RICHARD D. BAXTER
ATTORNEY AT LAW
4876 CYPRESS WOODS DRIVE, #228
ORLANDO, FL 32811-3754
PHONE:(407) 648-4094
FAX: (407) 648-9805

FILED
9 JUL 26 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 23, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-07/26/96--01061--012
*****70.00 *****70.00

Re: Johnson & Williams, P.A. - New Incorporation

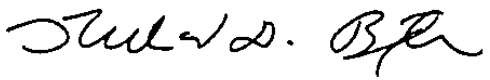
Dear Sir:

Enclosed for filing is the original and a copy of the Articles of Incorporation of Johnson & Williams, P.A. and a check for \$70.00 to cover the filing fee.

Please send a certificate evidencing the incorporation of this Corporation to the undersigned.

If you have any questions, please call me collect.

Sincerely,



Richard D. Baxter

cc: Steven M. Johnson, Esq.
Marc R. Williams, Esq.

7/30/96
DB

ARTICLES OF INCORPORATION
OF
JOHNSON & WILLIAMS, P.A.

The undersigned Incorporators, each of whom is licensed to practice the profession of law in the State of Florida, associate themselves with the intention of forming a professional service corporation under the Florida Professional Service Corporation Act, Florida Statutes Chapter 621, and the Florida Business Corporation Act, Florida Statutes Chapter 607.

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ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: JOHNSON & WILLIAMS, P.A.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 5405 Diplomat Circle, Suite 223, Orlando, Florida 32810

ARTICLE III
PURPOSES

In accordance with Florida Statutes Section 621.08, this Professional Service Corporation is organized for the following purposes:

(a) To engage in the practice of law as a professional law corporation and to carry on services related to the practice of law. The practice of law is the sole and exclusive profession to be rendered by this Corporation;

(b) To own real and personal property, enter into leases and other contracts and open, maintain and close accounts, all as necessary for the rendering of professional services in the practice of law; and

(c) To invest its funds in real estate, mortgages, stocks, bonds or any other types of investments.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Professional Service

Corporation is authorized to issue and have outstanding at any one time shall be five thousand (5,000) shares of common stock having a par value of ten (\$0.10) cents per share.

None of the shares of this Professional Service Corporation may be issued to anyone other than: (a) an individual who is duly licensed to practice the profession of law in the State of Florida or (b) a professional service corporation or a professional limited liability company which is wholly owned by one or more individuals who are duly licensed to practice law in the State of Florida.

ARTICLE V TERM OF EXISTENCE

This Professional Service Corporation shall have perpetual existence.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Professional Service Corporation is 5405 Diplomat Circle, Suite 223, Orlando, Florida 32810. The name of the initial Registered Agent of this Professional Service Corporation at that address is Marc R. Williams.

ARTICLE VII BOARD OF DIRECTORS

The business of this Professional Service Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two (2) members. The names and addresses of the members of the first Board of Directors are:

| | |
|-------------------|---|
| Steven M. Johnson | 5405 Diplomat Circle, Suite 223 Orlando, Florida 32810 |
| Marc R. Williams | 5405 Diplomat Circle, Suite 223 Orlando, Florida 32810 |

The members of the First Board of Directors shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Directors of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Directors until that number is changed by or in accordance with the Bylaws of this Corporation.

ARTICLE VIII
INCORPORATORS

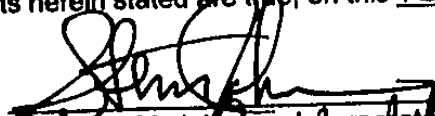
The names and addresses of the person signing these Articles of Incorporation as the Incorporators are:

| | |
|-------------------|---|
| Steven M. Johnson | 5405 Diplomat Circle, Suite 223 Orlando, Florida 32810 |
| Marc R. Williams | 5405 Diplomat Circle, Suite 223 Orlando, Florida 32810 |

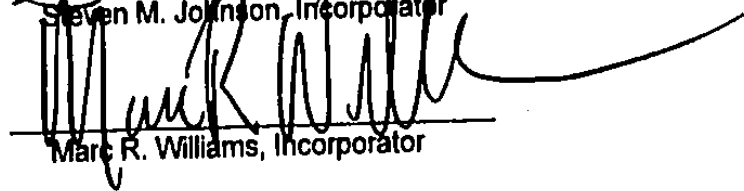
ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES

No shareholder of this Professional Service Corporation may sell or otherwise transfer any shares of the capital stock of this Corporation to any person or entity other than to an individual or entity to which this Corporation may issue shares pursuant to Article IV hereof. The shareholders and this Corporation may enter into a separate agreement further restricting the right of any shareholder to sell or otherwise transfer any shares of the capital stock of this Corporation and providing for the purchase or redemption of shares in the event of the death, disability or temporary or permanent inability to practice law of any shareholder or in the event of any other occurrence.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a professional service corporation to do business under the laws of Florida, have executed these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, on this 21st day of July, 1996.



Steven M. Johnson, Incorporator



Marc R. Williams, Incorporator

JOHNSON & WILLIAMS, P.A.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Johnson & Williams, P.A.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Marc R. Williams, 5405 Diplomat Circle, Suite 223, Orlando, Orange County, Florida 32810

Johnson & Williams, P.A.

By:


Steven M. Johnson, Incorporator

By:


Marc R. Williams, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of Johnson & Williams, P.A., the above stated Corporation, at the place designated in this certificate, I 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, including Florida Statutes Section 607.0505, and I am familiar with and accept the obligations of my position as Registered Agent.


Marc R. Williams, Registered Agent
Dated: July 22, 1996.