

P96000069506

RICHARD J. DAFONTE, P.A.
1000 Belcher Road South, Suite 2
Largo, Florida 34641
(813) 536-8882
Fax (813) 536-7739

FILED
AUG 19 1996
TALLAHASSEE, FL

Richard J. DaFonte
Attorney & Counselor at Law

August 8, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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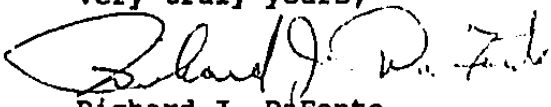
Re: MARSHALL G. GEISSER, P.A.
Ref. No. W96000015846
Letter No. 796A00036415

Dear Madam:

Enclosed please find the Articles of Incorporation, in duplicate, the written acceptance by the registered agent, and our check in the amount of \$70.00 to cover your fees. I apologize for neglecting to include the acceptance by the registered agent in my previous correspondence.

Please file the original articles and return a copy of the same to my office. Thank you.

Very truly yours,



Richard J. DaFonte

RJD/gds

Enclosures

8/21/96
TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
25 AUG 19 11:25
TALLAHASSEE, FLORIDA

July 30, 1996

RICHARD J. DAFONTE, P.A.
1000 BELCHER ROAD SOUTH
SUITE 2
LARGO, FL 34641

SUBJECT: MARSHALL G. GEISSER, P.A.
Ref. Number: W96000015846

We have received your document for MARSHALL G. GEISSER, P.A. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00036415

FILED
MAR 19 11:25
CLERK OF THE COURT
STATE OF FLORIDA

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice law 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:

I.

NAME OF CORPORATION

The name of this Corporation shall be MARSHALL G. GEISSER, P.A.

II.

ADDRESS OF CORPORATION

The address of the corporation shall be 320 S.E. 9th Street, Ft. Lauderdale, Florida 33316.

III.

PURPOSES

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

a. To engage in every aspect in the practice of law, and all its fields of specializations.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

IV.

CAPITAL STOCK

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the Corporation's stock and certificates shall be issued only to licensed attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

V.

DURATION

The Corporation shall have perpetual existence.

VI.

REGISTERED AGENT

The address of this Corporation's initial Registered Office is 1000 Belcher Road South, Suite 2, Largo, Florida 34641 and the name of its initial Registered Agent at said address is Richard J. DaFonte, Esquire.

VII.

INCORPORATOR

The name and address of the Incorporator is as follows:

Marshall G. Geisser, Esquire
320 S.E. 9th Street
Ft. Lauderdale, FL 33316

VIII.

BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by resolution of the majority of the

Stockholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Marshall G. Geisser
320 S.E. 9th Street
Ft. Lauderdale, FL 33316

IX.

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

X.

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.

XI.

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 has been authorized at a meeting of the Board of Directors.

XII.

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or

any former officer or director, to the full extent permitted by law.

XIII.

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 25th day of July, 1996.

Marshall Geisser
INCORPORATOR

STATE OF FLORIDA
COUNTY OF Broward }

BEFORE ME, the undersigned authority, personally appeared Marshall G. Geisser, who is personally known by me or who provided FLADL G 260 547-57.05 as identification, and who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and Richard J. DaFonte acknowledged to and before me that Richard J. DaFonte executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Ft. Lauderdale, in the said County and State, this 25th day of July, 1996.

Glenda S. Suggs
Notary Public

My Commission Expires:



GLENDAS. SUGGS
MY COMMISSION # CC302683 EXPIRES
AUGUST 20, 1997
BONDED THRU TROY FARM INSURANCE, INC.

Richard J. DeFol
REGISTERED AGENT

RECEIVED
JUL 19 11 31 AM '96

STATE OF FLORIDA
COUNTY OF Broward }

BEFORE ME, the undersigned authority, personally appeared Richard J. DaFonto, who is personally known by me or who provided FLA DL 153750 574630 as identification, and who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Registered Agent, and acknowledged to and before me that Richard J. DaFonto executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Ft. Lauderdale, in the said County and State, this 25th day of July, 1996.

Glenda S. Suggs
Notary Public

My Commission Expires:

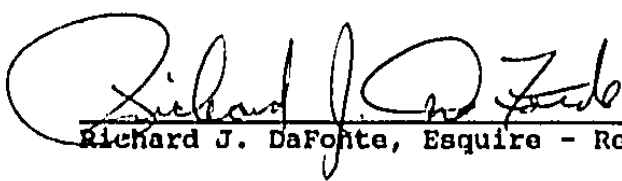


GLENDAS. SUGGS
MY COMMISSION # CC302683 EXPIRES
August 20, 1997
BOWDED THROUGH TROY TANN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT


FILED
AUG 19 AM 11:25
TALLAHASSEE, FLORIDA

I hereby accept my designation as registered agent and agree to serve as the registered agent of MARSHALL G. GEISSER, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MARSHALL G. GEISSER, P.A.


Richard J. DaFonte, Esquire - Registered Agent

State Of Florida
County Of Pinellas

on August 8, 1996, Richard J. DaFonte, Esquire, designated above as the individual who shall serve as this corporation's initial registered agent, personally appeared before me and signed and acknowledged signing this Acceptance by Registered Agent of MARSHALL G. GEISSER, P.A.


Notary Public
Commission Expiration Date:



GLENDAS. SUGGS
MY COMMISSION # CC302083 EXPIRES
August 20, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

(Seal)