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LAW OFFICES OF
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October 16, 1996

VIA AIRBORNE
Secretary of State
Division of Corporations
Filing Department
409 E. Gaines St.
Tallahassee, Florida 32399

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ATTENTION: DORIS McDUFFIE

Re: NURSING HOME ABUSE LAW CENTER, P.A.

Dear Doris:

Per our conversation today, enclosed herein please find the original and one copy of the Articles of Incorporation of NURSING HOME ABUSE LAW CENTER, P.A., along with our check in the amount of $122.50 representing the filing fee.

I appreciate your help in getting this filed right away. If you could call me to verify the receipt and filing of these Articles I would appreciate it greatly. Thank you in advance for your assistance in this matter.

Please return the certified copy of the Articles of Incorporation to this undesigned and should you have any questions, please do not hesitate to call. Thank you again for all your help, you have been great.

Sincerely,

Peggy Moran

Peggy Moran, CLA
Paralegal

FILED
96 OCT 17 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

DMC 10/18/96

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96 OCT 17 AM 11:28

**Articles of Incorporation**
**For Professional Corporation**
**(FS § 607.0202 and Chapter 621)**

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 Business 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, Principal Office and Mailing Address

The name of this corporation shall be **NURSING HOME ABUSE LAW CENTER, P.A.** The principal office of this corporation shall be 2909 W. Bay to Bay Blvd., Penthouse, Tampa, Florida 33629. The mailing address of this corporation shall be 2909 W. Bay to Bay Blvd., Penthouse, Tampa, Florida 33629.

## II

## 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, as are engaged in by Law.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be Attorneys 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.

## III

## Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be

1000 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 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.

**IV**

**Duration**

The corporation shall have perpetual existence.

**V**

**Registered Agent**

The address of this corporation's initial registered office is 2909 W. Bay to Bay Blvd., Penthouse, Tampa, Florida 33629 and the name of its initial registered agent at said address is Kevin A. McLean, 2909 W. Bay to Bay Blvd., Penthouse, Tampa, Florida 33629.

**VI**

**Incorporator**

The name and address of the Incorporator is as follows: Kevin A. McLean 2909 W. Bay to Bay Blvd., Penthouse, Tampa, Florida 33629.

**VII**

**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 a 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: Kevin A. McLean, 2909 W. Bay to Bay, Penthouse, Tampa, Florida 33629.

**VIII**

**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.

## IX

### 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.

## X

### 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.

## XI

### Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## XII

### 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 State of Florida, this 16th day of October 1996.

KEVIN A. McLEAN, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NURSING HOME ABUSE LAW CENTER, P.A., at the place designated in the Articles of Incorporation, KEVIN A. McLEAN agrees to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statute.

DATED this 16th day of October, 1996.

FILED
96 OCT 17 AM 11:28
TALLAHASSEE, FLORIDA

KEVIN A. McLEAN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared KEVIN A. McLEAN who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he 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 in the said County and State, this 16th day of October, 1996.

Margaret G. Moran
NOTARY PUBLIC, STATE OF FLORIDA

PRINTED NAME: Margaret G. Moran

My commission expires:

MARGARET G. MORAN
MY COMMISSION # CC 540547
EXPIRES: March 17, 2000
Bonded Thru Notary Public Underwriters