

LAW OFFICE OF JOHN R. WALSH II, PA  
1100 FIFTH AVENUE, SOUTH  
SUITE #201  
NAPLES, FL 34102

P 9700000 9/81

January 16, 1997

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-01/24/97--01101--012  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**NEW CORPORATION APPLICATION FOR: LAW OFFICE OF JOHN R. WALSH II, PA**

Enclosed is an original and ONE copy of the "Articles of Incorporation," and  
"Certificate of Designation Registered Agent/Registered Office" for the above corporation.

We enclose our check in the amount of \$ 122.50, for the filing fees.

SIGNED: \_\_\_\_\_



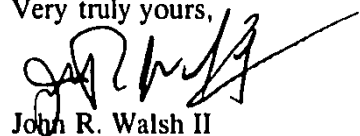
**SUBMITTED BY:**

NAME: John R. Walsh II  
ADDRESS: 1100 Fifth Avenue, South - Suite #201  
CITY, STATE, & ZIP: Naples, FL 34102  
TELEPHONE NUMBER: (941) 649-8981

FILED  
97 JAN 24 PM 12: 20  
TALLAHASSEE, FLORIDA

Thank you for assistance in this matter,

Very truly yours,



John R. Walsh II

JAN 30 1997

**ARTICLES OF INCORPORATION  
"PROFESSIONAL ASSOCIATION"  
OF  
FLORIDA**

**ARTICLE I: NAME**

The name of the corporation shall be: **Law Office of John R. Walsh II, PA**

**ARTICLE II: PURPOSE OF THIS CORPORATION**

The purpose for which this corporation is organized is: **The Practice of Law**

**ARTICLE III: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**1100 Fifth Avenue, South  
SUITE # 201  
NAPLES, FL 34102**

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**1,000, Common Shares**

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

**John R. Walsh II  
1100 Fifth Avenue, South  
Suite #201  
Naples, FL 34102**

**ARTICLE V: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

**John R. Walsh II  
1100 Fifth Avenue, South  
Suite #201  
Naples, FL 34102  
TEL: (941) 649-8981**

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97 JAN 21 PM 12:20  
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## **ARTICLE VI: GENERAL PROVISIONS**

(A) The private property of the stockholder(s) shall not be subject to the payment of any corporate debts to any extent whatsoever.

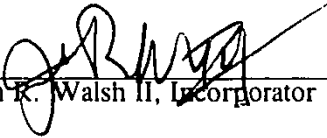
(B) Subject to the provisions and conditions of this Article, the corporation shall have the full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a fair market valuation to be fixed by its board of directors.

(C) A Director and/or Officer of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States of America.

(D) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of he/she being or having been a director or officer of the corporation [whether or not he/she continues to be a director or officer at the time of incurring such expense(s)], to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the United States of America.

*The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the these Articles of Incorporation.*

The undersigned has executed these Articles of Incorporation this 02nd day of January, 1997.

  
\_\_\_\_\_  
John K. Walsh II, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

**1. The name of the corporation is:**

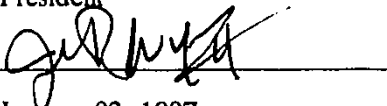
Law Office of John R. Walsh II, PA  
1100 Fifth Avenue, South  
Suite #201  
Naples, FL 34102

**2. The name and address of the registered agent and office is:**

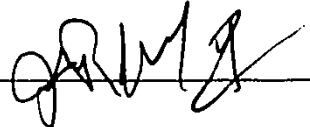
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Telephone: (941) 649-8981

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**3. Authorized by:**

Title: President  
Signature:   
Date: January 02, 1997

*HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 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, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.*

Signature: 

Date: January 02, 1997