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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -9 AM 11:57

Ann E. Neal, Esq.  
2451 Brickell Avenue, #7-T  
Miami, Florida 33129  
Tel. (305) 856-2496

May 8, 1997

VIA OVERNIGHT COURIER

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-05/09/97--01126--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Ann E. Neal, P.A.

Dear Sir or Madam:

Enclosed are the following:

EFFECTIVE DATE  
5-5-97

- (1) one original and one copy of Articles of Incorporation of "Ann E. Neal, P.A."; and
- (2) a check for \$122.50 payable to the Secretary of State, in payment of the filing fee, certified copy, and registered agent designation.

Please file the original Articles, certify a copy thereof, and return the certified copy to me in the self-addressed, stamped envelope enclosed for your convenience.

Very truly yours,

*A. E. Neal*

Ann E. Neal  
Fla. Bar No. 709931

AEN:wp  
Enclosures

D. BROWN MAY 14 1997

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ARTICLES OF INCORPORATION  
OF  
ANN E. NEAL, P.A.

RECORDED  
3-5-97

For the purpose of forming a corporation under the Professional Service Corporation Act and the Florida Business Corporation Act, the undersigned incorporator hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

ANN E. NEAL, P.A.

ARTICLE II

Existence

The existence of the corporation shall commence on the 5th day of May, 1997.

ARTICLE III

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) and such shares are to consist of one class only, namely Common Stock, and the par value of each of the shares shall be One Dollar (\$1.00).

Each share of Common Stock shall entitle the holder thereof to one vote on each matter to be voted on at any meeting of shareholders. In the election of directors of the corporation there shall be no cumulative voting.

#### ARTICLE IV

##### Address

The mailing address of the corporation is 2451 Brickell Avenue, No. 7-T, Miami, Florida 33129.

#### ARTICLE V

##### Registered Office and Agent

The street address of the corporation's initial registered office is 2451 Brickell Avenue, No. 7-T, Miami, Florida 33129. The name of the initial registered agent at such office is Ann E. Neal, Esq.

#### ARTICLE VI

##### Nature of Business

The general nature of the business to be transacted by the corporation is:

(a) 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;

(b) to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services;

(c) to do all and everything necessary and proper for the accomplishment of, or in furtherance of, any of the purposes or objects enumerated in these Articles of Incorporation or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and in general, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation; and

(d) to transact any lawful business for which corporations may be formed under the Professional Service Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "PSCA").

## ARTICLE VII

### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the PSCA and the Florida Business Corporation Act, and all amendments and supplements thereto or any law enacted to take the place thereof (collectively, the "Acts"), any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that such person is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Acts, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VIII

### Pre-Emptive Rights

The corporation elects to have pre-emptive rights with respect to all issuances of shares including, but not limited to: (a) shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates; (b) shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates; (c) shares issued within six months from the effective date of incorporation; and (d) shares sold otherwise than for money.

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**ARTICLE IX**

**Restriction on Alienation of Shares**

Only attorneys duly licensed to practice law in the State of Florida may be shareholders of the corporation and no shares of the corporation's Common Stock may be transferred or sold except to an individual so licensed.

**ARTICLE X**

**Initial Director**

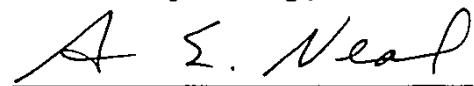
The names and address of the person who is to serve as the initial director of the corporation are as follows: Ann E. Neal, 2451 Brickell Avenue, No. 7-T, Miami, Florida 33129.

**ARTICLE XI**

**Incorporator**

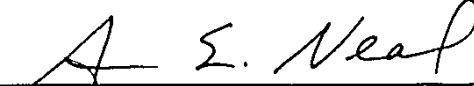
The name and address of the incorporator of the corporation are: Ann E. Neal, Esq., 2451 Brickell Avenue, No. 7-T, Miami, Florida 33129.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of May, 1997.

  
\_\_\_\_\_  
Ann E. Neal, Esq.

**ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT**

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
\_\_\_\_\_  
Ann E. Neal, Esq.