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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: KENDALL COFFEY, P.A.
AUDIT NUMBER.....H97000012773
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
KENDALL COFFEY, P.A.

Pursuant to Sections 621.05 and 607.0202, Florida Statutes, the undersigned natural person, licensed to practice law in the State of Florida, hereby adopts the following Articles of Incorporation in their entirety as follows:

ARTICLE I - NAME

The name of this Corporation is Kendall Coffey, P.A.

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The sole and exclusive purpose for which the Corporation is formed is to operate as a professional corporation for the purpose of rendering professional legal services. The Corporation shall not engage in any business other than rendering professional legal services, however, it may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, and may own real or personal property which may be necessary or appropriate for rendering its professional service.

The purpose of the Corporation shall be carried out only through officers, directors, employees, and agents, each of whom is duly licensed to render professional legal services in the State of Florida.

ARTICLE IV - POWERS

To the extent not inconsistent with the Florida Professional Service Corporation Act, the Corporation and its officers, directors and shareholders shall have all the rights, liabilities, and duties as set forth under the Florida General Corporation Act, Ch. 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

There shall be but one class of stock. The maximum number of shares of which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$10.00 per share.

ARTICLE VI - TERMS OF CAPITAL STOCK

The shares of stock of this Corporation shall be issued only to individuals who hold a license to practice law in the State of Florida. When permitted in the Bylaws, or in accordance with a private agreement, if any, a shareholder may voluntarily transfer his shares in this Corporation only to an individual who holds a license to practice law in the State of Florida. Any shares issued in violation of this Article VI are null and void and the voluntary transfer of any shares of stock transferred in violation of this Article VI is null and void. No shares may be transferred upon the books of this Corporation or issued by this Corporation until there is presented to, and filed with, the Corporation a certificate issued by the Florida Bar stating that the individual to whom the transfer is to be made, or the shares issued, holds a license to practice law in the State of Florida.

No shareholder of this Corporation shall enter into a voting trust agreement, or any other type agreement, vesting another person with the authority to exercise the voting power of any or all of his or her shares.

Mamuel A. Diaz
Fla. Bar No.: 310814
Suite 1100
2605 South Bayshore Drive
Miami, Florida 33133
(305) 285-0800

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ARTICLE VII-PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 2885 South Bayshore Drive, Suite 204, Miami, Florida 33133.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2885 South Bayshore Drive, Suite 204, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be Kendall Coffey, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping the registered office open for service of process.

ARTICLE IX - BOARD OF DIRECTORS

Directors need not be shareholders of the Corporation, but no individual may be a director of this Corporation who does not hold a license to practice law in the State of Florida. The Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

Name	Address
Kendall Coffey	2885 South Bayshore Drive Suite 204 Miami, Florida 33133

ARTICLE X - PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

(a) Officers. No individual may be an officer of this Corporation who does not hold a license to practice law in the State of Florida.

(b) Acts Prohibited. This Corporation may do no act which is prohibited to be done by individual persons licensed to practice law in the State of Florida.

(c) Severance of Interest. If any officer, shareholder, agent or employee of this Corporation becomes legally disqualified to render professional legal services within this state, he shall sever all employment with, and financial interest in, the Corporation forthwith.

The Corporation shall have the right, either in the Bylaws or by private agreement, to provide for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder. In the absence of such a provision in the Bylaws or in a private agreement to which the Corporation is a party thereto, the Corporation shall purchase the shares of a deceased shareholder or a shareholder no longer qualified to own shares in the Corporation within ninety days after the death of the shareholder or disqualification of the shareholder, as the case may be. The price for such shares shall be the book value as of the month immediately preceding the death or disqualification of the shareholder. The book value shall be determined from the books and records of the Corporation in accordance with the regular method of accounting used by such Corporation. The determination of book value shall be made by the accountant serving the Corporation at the time of death or disqualification, or by a qualified successor accountant appointed for such purpose by the Board of Directors if the Corporation does not have an accountant at the date of death or disqualification, or if the accountant servicing the Corporation fails to make a determination of book value. If this Corporation shall fail to purchase such shares by the end of such

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ninety day period, then the executor or administrator or such other personal representative of a deceased shareholder or any disqualified shareholder may bring an action for the enforcement of this provision.

ARTICLE XI - DISSOLUTION

The Corporation shall be voluntarily dissolved only by the written consent of all of its shareholders.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of Kendall Coffey, P.A.


Kendall Coffey, Incorporator

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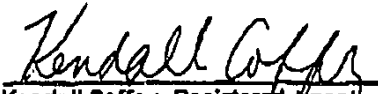
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Kendall Coffey, P.A.
2. The name and address of the registered agent and the registered office is: Kendall Coffey, Suite 204, 2665 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: 8/4/97


Kendall Coffey, Registered Agent

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