

997000027871

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
97 MAR 27 PM 1:05  
TALLAHASSEE, FLORIDA  
2nd

MAR 27 1997

TX

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY \_\_\_\_\_

WALK-IN Will Pick Up 3/27 12:00

No. 53711  
RE: Wayne M. Pathman,  
P.A.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express <sup>SM</sup>		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
200002128772-5 -03/31/97--01117--017 ***122.50 ***122.50		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

97 MAR 27 PM 1:39  
TALLAHASSEE, FLORIDA

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 10% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**WAYNE M. PATHMAN, P.A.**  
**A PROFESSIONAL CORPORATION**

**FILED**

97 MAR 27 PM 1:05

CLERK OF THE CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
FLORIDA

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 Chapter 607, Florida General Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the Corporation shall be WAYNE M. PATHMAN, P.A.

**ARTICLE II**

**PURPOSES**

The general nature and purpose 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 lawyers.
- (b) To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers 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 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.

### **ARTICLE III**

#### **CAPITAL STOCK**

(a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at One Dollar and No/100 (\$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 lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

### **ARTICLE IV**

#### **DURATION**

The Corporation shall have perpetual existence.

### **ARTICLE V**

#### **PRINCIPAL OFFICE**

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

Suite 3660  
One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131

### **ARTICLE VI**

#### **INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Wayne M. Pathman, Esq.  
Suite 3660  
One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131

## ARTICLE 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 addressees of the initial Directors of this Corporation are:

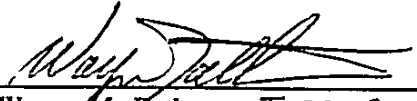
Wayne M. Pathman  
Suite 3660  
One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131

## ARTICLE VIII

### INDEMNIFICATION

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in connection with or arising by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 25<sup>th</sup> day of March, 1997.

  
Wayne M. Pathman Incorporator  
Suite 3660  
One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131

STATE OF FLORIDA     )  
                                      ) SS.:  
COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared Wayne M. Pathman, who is personally known to me 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 Miami, in said County and State, this 25<sup>th</sup> day of March, 1997.



Notary Public, State of Florida

Serial No.:

My Commission Expires:



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


**FILED**  
97 MAR 27 PM 1:06  
RECEIVED STATE  
CLERK OF THE  
STATE OF FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, 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 "Wayne M. Pathman, P.A."
2. The name and address of the registered agent and office is:

Wayne M. Pathman, Esq.  
Suite 3660  
One Biscayne Tower  
2 South Biscayne Tower  
Miami, Florida 33131

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. IF FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Wayne M. Pathman

Dated: March 25<sup>th</sup>, 1997.