

Parrish, White, Lawhon & Moore, P.A.  
ATTORNEYS AT LAW



JON D. PARRISH  
JOHN /HITE

ANTHONY M. LAWHON  
MICHAEL G. MOORE  
FLOYD S. YARNELL

00000000/046  
December 1, 1999

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

100003082071--5  
-12/28/99--01059--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: New Filing: Zelman & Hanlon, P.A.

EFFECTIVE DATE

Dear Sir or Madam:

01-01-00

Attached please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent, together with a check in the amount of \$70.00, for Zelman & Hanlon, P.A.

Please forward any correspondence and/or inquiries to:

Parrish, White, Lawhon & Moore, P.A.  
c/o Michael G. Moore  
2171 Pine Ridge Road, Ste D.  
Naples, Florida 34109

Very Truly Yours,

PARRISH, WHITE, LAWHON & MOORE, P.A.

*Michael G. Moore*

Michael G. Moore

FILED  
99 DEC 28 AM 8:53  
TALLAHASSEE, FLORIDA

Enclosures as stated

T. Burch JAN 5 1999

FILED

99 DEC 28 AM 8:53

TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ZELMAN & HANLON, P.A.**

**EFFECTIVE DATE**

01-01-00

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

**ARTICLE I**

The name of the corporation is **Zelman & Hanlon, P.A.**

**ARTICLE II**

The period of duration of the corporation is perpetual. However, these Articles shall have a delayed effective date and shall not become effective until January 1, 2000.

**ARTICLE III**

The purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and Florida, including a law practice.

**ARTICLE IV**

**Authorized shares**

**Number:** The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Class A Common Stock.

**Voting Rights:** Each of the 1000 Class A Common shares will entitle the holder to 1 vote per share.

**Par Value:** Each share shall have a stated par value of \$1.00.

#### **ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is: 2171 Pine Ridge Road, Ste. D., Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.

#### **ARTICLE VI**

The name and address of the initial Incorporator are:

Michael G. Moore  
Parrish, White Lawhon & Moore, P.A.  
2171 Pine Ridge Road, Ste. D  
Naples, Florida 34109

#### **ARTICLE VII**

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

#### **ARTICLE VIII**

The physical and mailing address of the principal office is:

2656 Airport Road South  
Naples, Florida 34112

#### **ARTICLE IX**

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

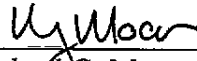
**ARTICLE X**

The Board of Directors of the Corporation shall consist of two (2) members, or so many as may be specified in the corporate Bylaws. The initial Director shall be:

Theodore Zelman  
2656 Airport Road South  
Naples, Florida 34112

Sharon Hanlon  
2656 Airport Road South  
Naples, Florida 34112

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 21 day of December, 1999.

  
\_\_\_\_\_  
Michael G. Moore, Incorporator

## CERTIFICATE OF DESIGNATION

### Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, 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.

One: The name of the corporation is Zelman & Hanlon, P.A.

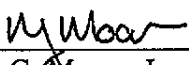
Physical Address: 2656 Airport Road South  
Naples, Florida 34112

Two: The name and address of the Registered Agent is:

Michael G. Moore  
C/o Parrish, White, Lawhon & Moore, P.A.  
2171 Pine Ridge Road, Ste. D  
Naples, Florida 34109

FILED  
99 DEC 28 AM 8:53  
TALLAHASSEE, FLORIDA

Executed this 21 day of December, 1999.

  
\_\_\_\_\_  
Michael G. Moore, Incorporator

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.

  
\_\_\_\_\_  
Michael G. Moore

12/21/99  
\_\_\_\_\_  
Date