

P00000004905

**Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000002368 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (800) 881-6761

FILED
00 JAN 14 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FRANK JOSEPH HESTON, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

H0000002368

**ARTICLES OF INCORPORATION
OF
FRANK JOSEPH HESTON, P.A.**

The undersigned subscriber to these Articles of Professional Incorporation, is an attorney duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE ONE

The name of the Corporation shall be: **FRANK JOSEPH HESTON, P.A.**

ARTICLE TWO

The general nature of the business to be transacted and carried on by the Corporation is:

1. 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 by the Florida Bar, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

Prepared by: Frank Joseph Heston, Esquire
Heston & Slatkin, P.A.
8980 West Sample Road, Coral Springs, FL 33065
(954) 755-7800 • (954) 344-0288 • facsimile
FBN: 170177

FILED
00 JAN 14 PM 3:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

H0000002368

#00000002368

2. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purpose of the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE THREE

The capital stock of this Corporation shall be One Thousand (1,000) shares of One Cent (\$.01) par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of each, at a just valuation to be determined by the Board of Directors of this Corporation.

#00000002368

#00000002368

ARTICLE FOUR

This Corporation shall have perpetual existence.

ARTICLE FIVE

The initial street address of the principal office of this Corporation in the State of Florida is 3300 University Drive, Suite 311, Coral Springs, Florida 33065. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE SIX

The number of Directors shall not be less than (1). The number of Directors may be increased from time to time by By-Laws adopted by the stockholders.

ARTICLE SEVEN

The name and street address of the member of the first Board of Director is:

NAME

ADDRESS

Frank Joseph Heston

3300 University Drive - Suite 311
Coral Springs, Florida 33065

ARTICLE EIGHT

The name and street address of the subscriber to these Articles of Incorporation, the number of shares he agrees to take, and the consideration therefrom are:

#00000002368

H00000003368

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Frank Joseph Heston	3300 University Drive Suite 311 Coral Springs, FL 33065	1000	\$1,000.00

The proceeds of which amount to be at least Five Hundred Dollars (\$500.00).

ARTICLE NINE

The street address of the initial registered office of this Corporation and the name of its initial agent at such address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank Joseph Heston	3300 University Drive - Suite 311 Coral Springs, Florida 33065

ARTICLE TEN

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

H00000003368

#00000002368

ARTICLE ELEVEN

1. No one other than an individual who is duly licensed as an attorney under the laws of the State of Florida may own any corporate stock of this Corporation; nor may any other type agreement vesting another person with the authority to exercise the voting power or any or all of his stock.

2. No shareholder of the Corporation may sell or transfer his stock in this Corporation except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved, at a Stockholders meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such Shareholders meeting, exclusive of the stock proposed to be sold. The shares of stock held by the Shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

3. In the event that there is more than one Shareholder in the Corporation, before stock is issued to Shareholders they must have negotiated with the other Shareholders and/or the Corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy-and-sell agreement must be filed with the Secretary of the Corporation and made a part of the records of the Corporation.

#00000002368

#0000002368

ARTICLE TWELVE

In furtherance and not in limitation to the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

1. To enter into, or become a partner in, any arrangement for sharing profits, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional services.
2. To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new issues of any type shares of the Corporation and no Shareholders shall have any preemptive right to subscribe to any such shares.
3. At its option, to purchase and acquire any or all of its stock owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
4. At its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
5. To enter into, for the benefit of its employees, one or more of the following: (a) a pension plan, (b) a profit-sharing plan, (c) a stock bonus plan, (d) a thrift and savings

#0000002368

plan, (e) a restricted stock option plan, or (f) other retirement or incentive compensation plans.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 14th day of January, 2000.


FRANK JOSEPH HESTON

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments personally appeared FRANK JOSEPH HESTON, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely, and voluntarily for the purpose therein expressed.

WITNESS my hand and notarial seal at Coral Springs, Broward County, Florida, this 14th day of January, 2000.


Notary Public
State of Florida at Large

My Commission Expires:

H00000002368

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That FRANK JOSEPH HESTON, P.A. a
corporation (Name of Corporation)

organized under the laws of the State of Florida with its principal office, as
(Florida)

indicated in the articles of incorporation at City of CORAL SPRINGS
County of (City)

Broward State of Florida
(County) (State)

has named FRANK JOSEPH HESTON
(Name of Resident Agent)

located at 3300 University Drive #311
(Street address and number of building,
Coral Springs, Florida 33065
Post Office Box address not acceptable)

City of Coral Springs County of Broward
(City) (County)

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
FRANK JOSEPH HESTON
(Resident Agent)

FILED
00 JAN 14 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H00000002368