

P000000084600

ROBERT E. MURRELL
1721 San Bernardino Way
Naples, Florida 34109

(941) 597-5565

January 18, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800003102688--5
-01/19/00--01063--005
*****78.75 *****78.75

Re: Articles of Incorporation
Samouce, Murrell & Francoeur, P.A.

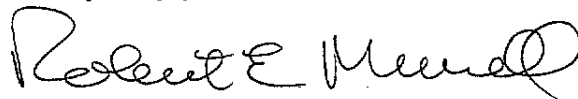
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$78.75 for filing fee.

Please file and return a certified copy to our office.

Thank you for your cooperation.

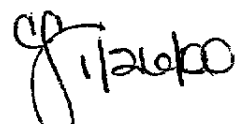
Very truly yours,



Robert E. Murrell

REM:pms
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 19 AM 10:50



ARTICLES OF INCORPORATION
OF
SAMOUCE, MURRELL & FRANCOEUR, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN 19 AM 10:50

Pursuant to Chapters 607 and 621, Florida Statutes, these Articles of Incorporation are created by Robert E. Murrell, 1721 San Bernardino Way, Naples, Florida 34109, a natural person licensed to practice law in the State of Florida, as sole incorporator, for the purpose of establishing a professional association.

ARTICLE I. NAME

The name of the Corporation is **SAMOUCE, MURRELL & FRANCOEUR, P.A.**

ARTICLE II. DURATION

The period of the Corporation's duration shall be perpetual, or until dissolved on a vote of the shareholder's as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

- (A) To engage in the practice of law as a professional association and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this Corporation.
- (B) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.
- (C) The professional services of this Corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE IV. CORPORATE POWERS

The Corporation shall have all the rights and powers now or hereafter conferred on professional corporations engaged in the practice of law by the laws of the State of Florida, including, but not limited to, the power to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property as necessary for the rendering of professional services.

ARTICLE V. CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall be authorized to issue is 1,000 shares. Such shares shall be of a single class.

ARTICLE VI. PRINCIPAL OFFICE

The address of the Corporation's principal office is 1721 San Bernardino Way, City of Naples, County of Collier, State of Florida, 34109.

ARTICLE VII. DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by the shareholders of the Corporation, rather than by a board of directors, as further provided in the Bylaws. The officers of the Corporation shall be those described in the Bylaws, whose powers and duties shall be as described in the Bylaws.

ARTICLE VIII. BYLAWS

The initial Bylaws shall be adopted by the initial shareholders, and thereafter may be amended as provided therein.

ARTICLE IX. SHAREHOLDERS

- (A) The Corporation may not issue any of its capital stock to anyone other than an individual who is licensed or otherwise legally authorized to practice law in the State of Florida. No shareholder 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 stock.
- (B) If any shareholder who has been rendering professional legal service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, the Corporation forthwith. All stock held by such individual shall be repurchased by the Corporation at par value.

ARTICLE X. INITIAL REGISTERED AGENT

The initial registered office of the Corporation shall be at:

1721 San Bernardino Way
Naples, Florida 34109

The initial registered agent at said address shall be:

Robert E. Murrell

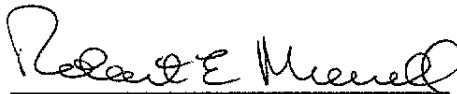
ARTICLE XI. AMENDMENT

Amendments to these Articles of Incorporation may be adopted by the concurrence of the holders of at least two-thirds (2/3rds) of the outstanding shares.

ARTICLE XII. DISSOLUTION

The Corporation may be dissolved at any time by unanimous written consent to the shareholders; or on the affirmative vote of the holders of at least two-thirds of the outstanding share of the Corporation; or, if there is only one shareholder, upon the death or disqualification to practice law of the sole shareholder. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to or for the benefit of the shareholders pro rata, each shareholder and his heirs and assigns, to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned incorporated of this Corporation has executed these Articles of Incorporation at Naples, Florida, this 18th day of January, 2000.



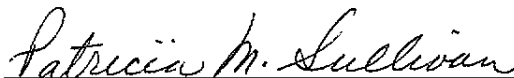
Robert E. Murrell
Incorporator,
Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 18th day of January, 2000, by Robert E. Murrell, he is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

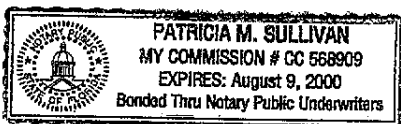
MY COMMISSION EXPIRES:



NOTARY PUBLIC SIGNATURE

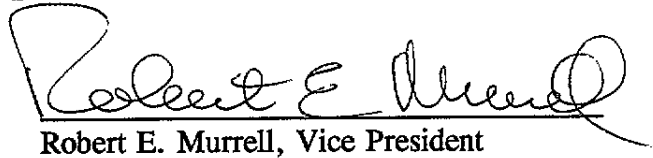
NAME (Typed or Printed): PATRICIA M. SULLIVAN

COMMISSION NUMBER: _____



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named to accept service of process for Samouce, Murrell & Francoeur, P.A., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.


Robert E. Murrell, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 19 AM 10:51