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ROBERT J. McDERMOTT, P.A.

ATTORNEYS AT LAW

ROBERT J. McDERMOTT
BOARD CERTIFIED CIVIL TRIAL LAWYER
TRIAL PRACTICE - GENERAL
TRIAL PRACTICE - PERSONAL INJURY
AND WRONGFUL DEATH
WILLS TRUSTS & ESTATES

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JORDAN E. PRUSAN
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AND WRONGFUL DEATH
WILLS TRUSTS & ESTATES

January 31, 2000

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-02/02/00--01039--019
*****87.50 *****87.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: McDermott, McDermott & McDermott, P.A.

Gentleman:

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for \$87.50 for the filling fee, certified copy and certificate of status.

Thank you.

ROBERT J. McDERMOTT, P.A.



Robert J. McDermott
RJM/sas

EFFECTIVE DATE
2-1-00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB -2 AM 7:55

FILED

F. CHAMBERLAIN

FEB 8 1999

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

2-1-00

McDERMOTT, McDERMOTT & McDERMOTT, P.A.

FILED
00 FEB -2 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator's to these Article of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of this corporation is: McDermott, McDermott & McDermott, P.A.

ARTICLE II

Term of Existence

This corporation shall have perpetual existence, commencing on February 1, 2000.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is:

- A. To engage in every phase and aspect of the business of rendering the same professional services to the public that attorney's duly licensed under the laws

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

- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this 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 or furtherance of such purposes or objectives of this corporation.
- D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV

Powers

The corporation shall have the power:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions or proceedings
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- D. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, whatever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations

of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

- H. To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
- K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- M. To make donations for the public welfare or for charitable, scientific or educational purposes.
- N. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

- O. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonds plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- P. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- Q. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager or any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- R. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 101 N. Clearwater-Largo Road, Largo, FL 33770 and the names of its initial registered agent at such address is Robert J. McDermott.

FILED
00 FEB -2 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signed this 21 day of January, 2000.


ROBERT J. McDERMOTT

ARTICLE VII

Initial Board of Directors

This corporation shall have three(3) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than three(3). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Robert J. McDermott	101 N. Clearwater-Largo Road Largo, FL 33770
Joseph F. McDermott	7116-A Gulf Blvd. St. Petersburg Beach, FL 33706
Frank McDermott	7116-A Gulf Blvd. St. Petersburg Beach, FL 33706

ARTICLE VIII

Incorporator

The name and address of the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
Robert J. McDermott	101 N. Clearwater-Largo Road Largo, FL 33770
Joseph F. McDermott	7116-A Gulf Blvd. St. Petersburg Beach, FL 33706

ARTICLE IX

Bylaws

The power to adopt, alter, or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 21st day of January, 2000.

ROBERT J. McDERMOTT, P.A.

By: [Signature]
ROBERT J. McDERMOTT, President
101 N. Clearwater-Largo Road
Largo, FL 33770

McDERMOTT LAW FIRM, P.A.

By: [Signature]
JOSEPH F. McDERMOTT, President
7116-A Gulf Blvd.
St. Petersburg Beach, FL 33706

FILED
00 FEB -2 AM 7:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of January, 2000,
by **ROBERT J. McDERMOTT**, who is personally known to me or who has produced a driver's
license as identification and who did take an oath.

SEAL/STAMP



[Signature]
NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: TERESA A. STALHEIM

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of January, 2000,
by **JOSEPH F. McDERMOTT**, who is personally known to me or who has produced a driver's
license as identification and who did take an oath.

SEAL/STAMP

[Signature]
NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: GLADYS GRAVER

NOTARY PUBLIC - STATE OF FLORIDA
GLADYS GRAVER
COMMISSION # CC723201
EXPIRES 6/1/2002
BONDED THRU ABA 1-888-NOTARY1