

P00000017850

1651 S. Palmetto Avenue
S. Daytona, FL 32119
February 9, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 FEB 16 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Articles of Incorporation of DERFEL-KOWALSKI ASSO-
CIATES, P. A.

Dear Sir or Madam,

I am herewith enclosing an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, I enclose a check in the amount of \$78.75 which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent	\$35.00

TOTAL	\$78.75
-------	---------

Please file and return the certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,



B. R. Derfel, Esq.

8000003137288--3
-02/16/00--01057--005
*****78.75 *****78.75

S. Thompson FEB 18 2000

ARTICLES OF INCORPORATION
of
DERFEL-KOWALSKI ASSOCIATES, P. A.

FILED
00 FEB 16 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation shall be DERFEL-KOWALSKI ASSOCIATES, P. A.

ARTICLE II. PURPOSES

The general nature and purposes 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 specialization, 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 services 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 engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper to accomplish the purposes herein set forth and to do everything 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 200 shares of common stock at \$10.00 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. REGISTERED AGENT

The address of this corporation's initial registered agent office is: 1651 South Palmetto Ave., South Daytona, Florida, 32119, and the name of its initial registered agent at said address is Ronald E. Kowalski.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator are as follows: B. R. Derfel, 1651 S. Palmetto Ave., South Daytona, FL, 32119.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. 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 addresses of the initial Directors of this corporation are: Ronald E. Kowalski and B. R. Derfel, 1651 S. Palmetto Ave., South Daytona, FL, 32119.

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment

with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation, on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer of director or any former officer or director, to the full extent permitted by law.

ARTICLE XII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Services Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation in the State of Florida this 9th day of February, 2000.


Incorporator

 Notary.

STATE OF FLORIDA
COUNTY OF VOLUSIA

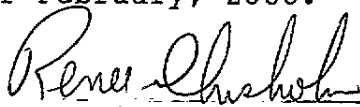


Renee Chisholm
My Commission CC683888
Expires November 4, 2001

BEFORE ME, the undersigned authority, personally ap-

peared ~~RENEE CHISHOLM~~ and B. R. DERFEL, who are to me well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators, and ~~She~~ acknowledged to and before me that ~~She~~ 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 Daytona Beach, Volusia County, Florida, this day of February, 2000.



Notary Public

My Commission Expires:



Renee Chisholm
My Commission CC883886
Expires November 4, 2001

Renee Chisholm
Commission CC883886
Expires November 4, 2001

In compliance with Section 48.091, Florida Statutes the following is submitted:

That DERFEL-KOWALSKI ASSOCIATES, P. A. desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, as 1651 South Palmetto Avenue, South Daytona, Florida, 32119, has named Ronald E. Kowalski as its registered agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated on this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Registered Agent

FILED
00 FEB 16 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA