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- TALLAHASSEE -  
AFFILIATE - COSTA RICA

February 16, 2000

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Carl R. Hayes, P.A./General Business Matters  
Our File No. 183536.01

Dear Sirs:

In connection with the above-captioned matter, enclosed please find an original and one copy of Articles of Incorporation and Certificate Designating Resident Agent for filing with the Department of State.

Enclosed is a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation. Please certify the copy of the Articles of Incorporation and return it to us for our records.

If you have any questions, please feel free to call us. Thank you in advance for your prompt attention to this matter.

Very truly yours,

SALEM, SAXON & NIELSEN, P.A.

  
Charlotte R. Barone

Paralegal

cb

Enclosures

cc: John B. Gibbons, Esq. (w/o enclosures)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**CARL R. HAYES, P.A.**

I, the undersigned, subscriber to these Articles of Incorporation, being a natural person competent to contract and an attorney licensed to practice by and within the State of Florida, hereby acting as sole incorporator for the purpose of forming a professional corporation pursuant to Chapter 621, Florida Statutes and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is Carl R. Hayes, P.A. (hereinafter called the "Corporation")

**ARTICLE II**

**EFFECTIVE DATE; PERIOD OF DURATION**

These Articles of Incorporation shall become effective, and the existence of the Corporation shall begin upon filing. The duration of the Corporation's existence shall be perpetual.

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

The general nature of the Corporation's business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To engage in every aspect of the practice of law and all of its fields of specialization as are engaged in by attorneys in this state.

(b) To engage and render the professional service involved only through its officers, agents and employees who are attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

(c) To such extent as a professional service corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a

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**TALLAHASSEE, FLORIDA**

professional service corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

(d) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever as permitted by law.

(e) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said business.

(f) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(g) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(h) In general, to have and exercise any other powers conferred by the laws of the State of Florida upon professional service corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

#### **ARTICLE IV**

#### **AUTHORIZED STOCK**

1. The aggregate number of shares which the Corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock with no par value. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property, labor or services may also be purchased with the capital stock of the Corporation at such valuation as may be fixed by the Board of Directors.

## **ARTICLE V**

### **REGULATION OF INTERNAL AFFAIRS**

1. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of the Corporation may be held either within or outside of the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

2. **By-Laws.** The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may amend or repeal the By-Laws, or may adopt new By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with the laws of the State of Florida and these Articles of Incorporation.

3. **Contracts in Which Directors Have an Interest.** Any contract or other transaction of the Corporation with any person, firm or corporation or any contract or other transaction in which the Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of the Corporation is interested in or is a Director or Officer of another corporation; or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and any Director so interested discloses such interest to the other Directors. Each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested; provided such Director complies with the foregoing.

4. **Compensation of Directors.** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1) person.

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**ARTICLE VII**

**INITIAL DIRECTORS**

The name and address of the initial Director of the Corporation is:

Carl R. Hayes, Esq.

400 East Dr. Martin Luther King Jr. Blvd.  
Suite 102  
Tampa, Florida 33603

**ARTICLE VIII**

**PERFORMANCE OF BUSINESS**

The business of the Corporation shall be conducted by such officers and assistant officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws.

**ARTICLE IX**

**INCORPORATOR**

The name and address of the incorporator of the Corporation is Carl R. Hayes, Esq., 400 East Dr. Martin Luther King Jr. Boulevard, Suite 102, Tampa, Florida 33603.

**ARTICLE X**

**PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

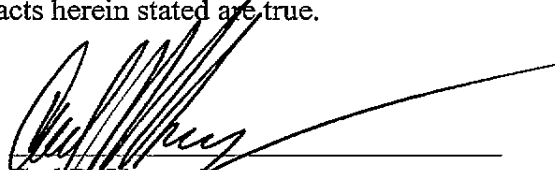
The principal place of business of the Corporation is to be located at 400 East Dr. Martin Luther King Jr. Boulevard, Suite 102, Tampa, FL, 33603, however, with the privilege of having branch offices or places of business in any place or places within or outside of the State of Florida. The registered agent, whose office is located at 400 East Dr. Martin Luther King Jr. Boulevard, Suite 102, Tampa, Florida 33603, shall be, until otherwise designated, Carl R. Hayes, Esq.

**ARTICLE XI**

**AMENDMENTS**

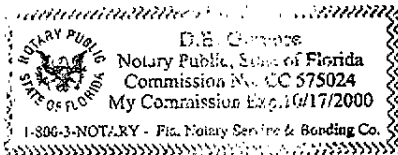
These Articles of Incorporation may be amended in the manner provided by law.

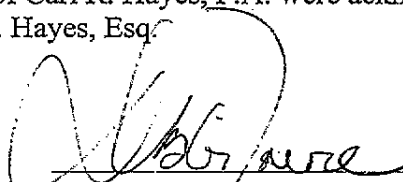
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 7<sup>th</sup> day of February, 2000, for the purposes of forming the Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
Carl R. Hayes, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Carl R. Hayes, P.A. were acknowledged before me this 7<sup>th</sup> day of February, 2000, by Carl R. Hayes, Esq.



  
Notary Public, State of Florida  
Print, Type or Stamp Name

Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVICED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT CARL R. HAYES, P.A., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED CARL R. HAYES,  
400 EAST DR. MARTIN LUTHER KING JR. BOULEVARD, SUITE 102, TAMPA, FLORIDA  
33603, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE: 

CARL R. HAYES  
INCORPORATOR

DATE:

February 7th, 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 RELATED TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE  
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

CARL R. HAYES  
(REGISTERED AGENT)

DATE:

February 7th, 2000

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