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V. Cyprian Adams

Attorney at Law

February 22, 2000

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-02/25/00--01067--004
*****78.50 *****78.50

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

**Re: Matter: Incorporation of V. Cyprian Adams, PA.
(V. Cyprian Adams, PA.)**


Dear Sir/Madam:

Please find enclosed the following

1. The original and a copy of the Article of Incorporation of the professional association, V. Cyprian Adams, PA.
2. A money order in the amount of \$78.50.

Kindly return the copy with the certificate of incorporation at your earliest convenience. If you have any questions, please feel free to contact my office. My appreciation for your consideration.

Sincerely,



VENOL C. ADAMS, ESQ.

VCA/lb

Dalelar Milton

FILED
00 FEB 25 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5546 West Oakland Park Boulevard
Suite #220
Lauderhill, Florida 33313

T. Burch MAR 6 2000

**ARTICLES OF INCORPORATION
OF
V. CYPRIAN ADAMS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is V. CYPRIAN ADAMS, P.A.
2. (a) The corporation is organized solely for the purpose of conducting the practice of law only through persons qualified to practice law in the State of Florida. Such persons shall practice the profession of law in accordance with Chapter 621 of the Florida Statutes and all rules for professional conduct established by the Supreme Court of the State of Florida and the Florida State Bar. The corporation shall at all times comply with standards of the professional conduct established by such court.

(b) The corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Florida law only in furtherance of and subject to the limitations stated in the preceding paragraph.
3. The number of shares the corporation is authorized to issue is one hundred (100) all of one class, designated as common stock.
4. The street address and county of the initial registered office of the corporation is 5546 West Oakland Park Blvd, Suite #220, Fort Lauderdale, Fl 33313. THE PRINCIPAL ADDRESS IS THE SAME.
5. The name of the initial registered agent is: Venol Cyprian Adams, Esquire
6. The number of directors constituting the initial board of directors shall be one (1); and the name and address of the person who is to serve as director until the first meeting of shareholders or until his successor is elected and qualifies is V. Cyprian Adams, 8721 NW 4th Ct. #202, Plantation, Fl 33324.
7. All shareholders of the corporation shall be persons duly licensed by The Board of Law Examiners of the State of Florida to practice law in the State of Florida. They shall also be individuals who, (except for time spent for illness, accident, in the armed serviced, on vacations, and on leaves of absence not to exceed one year) are actively engaged in the practice of law in the offices of the corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of the corporation shall be sold or transferred in accordance with the provisions of Paragraph 8.
8. Within thirty (30) days after any shareholder ceases to be eligible to be a shareholder, the corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described in Paragraph 7. The price to be paid by the corporation and the schedule of payments shall be as specified in the Bylaws, and if no price or schedule is so specified, the price shall be the pro rata net book value thereof as of the last day of the month preceding the date of purchase and payment shall be made in cash against receipt of the shares.
9. The business and affairs of the corporation shall be managed by the shareholders of the corporation and

V. Cyprian Adams, PA.
Articles of Incorporation

the board of directors.

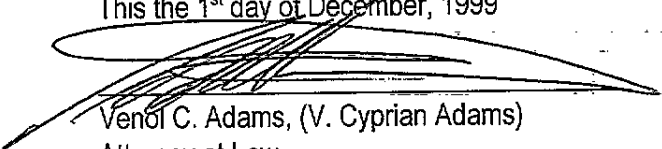
The Board shall be authorized to manage only so much of the business and affairs of the corporation as shall from time to time be delegated to it by the shareholders by means of Bylaws or otherwise.

Only directors and officers of the corporation who are eligible to be shareholders shall exercise any authority with respect to professional decisions and matters relating to the practice of law.

The right to amend or repeal the Bylaws and adopt new Bylaws is reserved to shareholders.

10. To the fullest extent permitted by the Florida Business Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.
11. The corporation elects to have pre rights.
12. All shareholders of the corporation are entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.
13. The name and address of the incorporator is Venol Cyprian Adams, 8721 NW 4th Ct. #202, Plantation, FL 33324.

This the 1st day of December, 1999


Venol C. Adams, (V. Cyprian Adams)

Attorney at Law

INCORPORATOR/REGISTERED AGENT

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES
OF REGISTERED AGENT.