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Dawn Marshall
Attorney At Law
A.I. Dupont Building
169 East Flagler Street, Suite 1431
Miami, Florida 33131
(305) 577-0055

FILED
00 MAR 24 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 6, 2000

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500003163595--1
-03/09/00-01055-002
*****78.75 *****78.75

Re: New Professional Association - Dawn Marshall, P.A.

Dear Sir and/or Madam:

Enclosed please find the original Articles of Incorporation, a copy of the Articles, two self-addressed, self-stamped envelopes, and a check made payable to the Secretary of State in the amount of \$78.75. Please file the Articles for the new corporation as soon as possible.

The enclosed envelopes are for receipt of a date-stamped copy of the Articles and receipt of a Certificate of Good Standing, as soon as possible.

Thank you for your anticipated cooperation and assistance in expediting this matter.

Very truly yours,


Dawn Marshall

Enclosure

60-6865
Det 3/15/2000 ✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2000

DAWN MARSHALL, ESQ.
169 E FLAGLER ST, SUITE 1431
MIAMI, FL 33131

SUBJECT: DAWN MARSHALL, P.A.
Ref. Number: W00000006965

Re sent 3-21-00

We have received your document for DAWN MARSHALL, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 200A00014453

*Check was not returned
with this letter*

**ARTICLES OF INCORPORATION
OF
DAWN MARSHALL, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purpose herein stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I

Name

The name of this corporation shall be and is:

DAWN MARSHALL, P.A.

ARTICLE II

Principal Office

The principal office and the mailing address of the corporation and its business shall be at
A.I. Dupont Building, 169 East Flagler Street, Suite 1431, Miami, Florida 33131.

ARTICLE III

Purpose

The general nature of the professional services to be rendered by this professional service corporation as be as follows, to-wit:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public as that of an attorney duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional legal services within the State of Florida. No shareholder of this corporation shall entered into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

- (c) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.
- (d) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects of the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the 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 of the purposes of the attainment of the objects or the furtherance of such purposes or objects of this corporation.
- (e) Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE IV **Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is One Hundred (100) Shares of Common Stock having a par value of Ten Cents (\$.10) per share.

ARTICLE V **Existence**

This corporation shall have perpetual existence.

ARTICLE VI **Initial Registered Office and Agent**

The name and street address of the initial registered office of this corporation is Dawn Marshall, P.A., at the A.I. Dupont Building, 169 East Flagler Street, Suite 1431, Miami, Florida 33131. Dawn Marshall is the initial registered agent.

ARTICLE VII **Stock Transferability**

No stockholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a Stockholder of a professional service

corporation within the laws of the State of Florida.

ARTICLE VIII
Stock Ownership

The Board of Directors shall require any officer, stockholder, agent or employee of this corporation, who has been rendering professional legal services to the public and who becomes legally disqualified to render such professional legal service within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places or restrictions or limitations upon his continuing to render such professional legal services, to sever all employment with, and financial interest in this corporation forthwith.

ARTICLE IX
Directors

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE X
Initial Director

The name and street address of the initial Director of the corporation are:

Dawn Marshall
A.I. Dupont Building
169 East Flagler Street, Suite 1431
Miami, Florida 33131

The Director is of full age and a citizen of the United States of America. The Director shall hold his office until the first Annual Meeting of the Stockholders or until his successor is elected and has qualified.

ARTICLE XI
Subscriber

The name and street address of the subscriber to the Articles of Incorporation, who is an attorney, duly licensed under the laws of the State of Florida to render services as such is Dawn Marshall, A.I. Dupont Building, 169 East Flagler Street, Suite 1431, Miami, Florida 33131.

ARTICLE XII
By-Laws

The By-Laws of the corporation may be created, amended or changed by the Stockholders or Directors at any regular or special meeting, duly held.

ARTICLE XIII
Contracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefits of himself/herself for any firm, association, or corporation in which he/she may be in any way interested.



DAWN MARSHALL

ACCEPTANCE BY REGISTERED AGENT

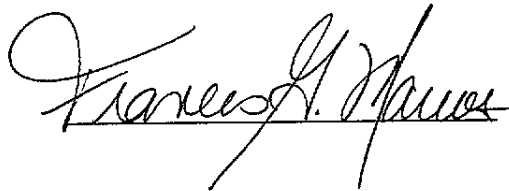
Having been name to accept service of process for the above-stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the property and complete discharge of her duties. DATED this 2/5 day of March, 2000.


DAWN MARSHALL

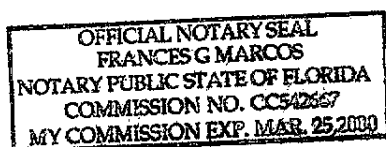
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this ____ day of March 2000, personally appeared before me, an officer duly authorized to administer oaths and to take acknowledgments, DAWN MARSHALL, to me well known and known to me to be the person who executed the foregoing Articles of Incorporation of DAWN MARSHALL, P.A., a Florida corporation, and acknowledged that he signed and executed the same for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunder set my hand and official seal at Miami, Miami-Dade County, Florida, the day and year above written.



My Commission Expires:



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