



THE UNITED STATES
CORPORATION
COMPANY

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00 APR -7 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 655279 80998A

AUTHORIZATION :

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ORDER DATE : April 7, 2000

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ORDER NO. : 655279-005

CUSTOMER NO: 80998A

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CUSTOMER: Ms. Marie D. Gonzper
PINTER SHAPIRO & WILBERS, PA
PINTER SHAPIRO & WILBERS, PA
Suite C
4328 Corporate Square
Naples, FL 34104

DOMESTIC FILING

NAME: MICHAEL R. PINTER, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

Pr 4/10/00

RECEIVED
00 APR -7 PM 3:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MICHAEL R. PINTER, P.A.

FILED

00 APR -7 AM 8:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is MICHAEL R. PINTER, P.A.

ARTICLE II - PURPOSE AND NATURE OF BUSINESS

The following purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this corporation.
3. The services of this Corporation which consist of the practice of law shall be carried out only through officers, employees and agents who are active members of the Florida Bar, in good standing and licensed in Florida to render legal services.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the rules regulating the Florida Bar and the rules of Professional Conduct, or by the provisions of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - ADDRESS AND AGENT

The street address of the principal office and the mailing address of the Corporation is 4328 Corporate Square, Suite C, Naples, Florida 34104.

The name and address of the initial registered agent of the corporation is Michael R. Pinter, Esq., 4328 Corporate Square, Suite C, Naples, Florida 34104.

The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI - DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation.

The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

Michael R. Pinter, Esq.
4328 Corporate Square
Suite C
Naples, FL 34104

ARTICLE VII - SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows:

Michael R. Pinter, Esq.
4328 Corporate Square
Suite C
Naples, FL 34104

ARTICLE VIII - RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX - DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render

such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X - AMENDMENT

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

ARTICLE XI - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the approval of the Directors of the corporation, together with the approval of the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XII - SECTION 1244 STOCK

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

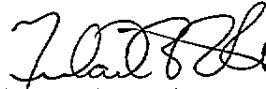
ARTICLE XIII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation not elect to purchase any or all of such shares.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of March, 2000.

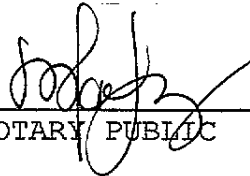


Michael R. Pinter, Esq.

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME personally appeared Michael R. Pinter, Esq., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23 day of March, 2000.



NOTARY PUBLIC

(SEAL)

My commission expires:

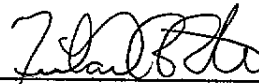


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 607.034 Florida Statutes, the following is submitted:

FIRST: That MICHAEL R. PINTER, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4328 Corporate Square, Suite C, Naples, FL 34101, has named MICHAEL R. PINTER of 4328 Corporate Square, Suite C, Naples, Florida 34104, as its agent to accept service of process within Florida.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.



MICHAEL R. PINTER
Resident Agent

03/23/00

Date

FILED
00 APR -7 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA