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ARTHUR D. DECKELMAN

Attorney At Law

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Arthur D. Deckelman  
FL, NY, CA

June 8, 2000

SECRETARY OF STATE  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200003289532-6  
-06/14/00-01039-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: GIPE & ZALESKI, P.A.  
Our File Number: 0-153-G

Dear Sir or Madam:

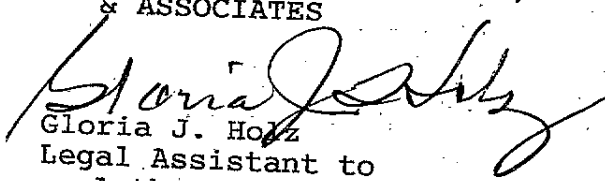
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, GIPE & ZALESKI, P.A.

Also, enclosed is a check in the amount of \$70.00 to cover the various fees. If you find that everything is in order, please file the Articles of Incorporation and return a copy of the Articles to this office.

If you have any questions, please contact our office. Thank you for your time and attention to this matter.

Best Regards,

ARTHUR D. DECKELMAN, P.A.,  
& ASSOCIATES

  
Gloria J. Holz  
Legal Assistant to  
Arthur D. Deckelman, Esq.

/gjh  
Enclosures

FILED  
00 JUN 14 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02-2000

**ARTICLES OF INCORPORATION  
OF  
GIPE & ZALESKI, P.A.**

FILED  
00 JUN 14 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopt these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act., F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of the professional service corporation ("Corporation") shall be:

**GIPE & ZALESKI, P.A.**

**ARTICLE II. PRINCIPAL OFFICE**

The street address of the principal office of the Corporation shall be 35111 U S Highway 19 North, Palm Harbor, Florida 34684, and the mailing address shall be the same.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed by the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1000 Shares, all of which shall be Common Shares, having \$1.00 par value per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### ARTICLE VI. REGISTERED AGENT

The address of the initial registered office of this professional service corporation is 35111 U S Highway 19 North, Palm Harbor, Florida 34684. The initial registered agent for the Corporation at that address is ROBERT STANLEY GIPE.

#### ARTICLE VII. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>
ROBERT STANLEY GIPE President/Secretary	867 Indian Rocks Road S. Largo, Florida 33770
RICHARD E. ZALESKI, JR. Vice-President/Treasury	3211 Pine Forest Drive Palm Harbor, FL 34684

#### ARTICLE VIII. SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation as subscribers are:

<u>Name</u>	<u>Address</u>
ROBERT STANLEY GIPE	867 Indian Rocks Road S. Largo, Florida 33770
RICHARD E. ZALESKI, JR.	3211 Pine Forest Drive Palm Harbor, FL 34684

#### ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The Shareholders of the professional service corporation shall have the power to include in the By-Laws, or by separate agreement adopted by a majority of the Shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its Shareholders, or in the event of the death of any of

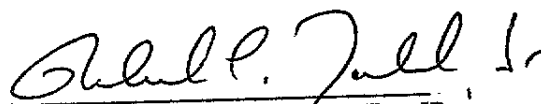
its Shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the Shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No Shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a Shareholder's meeting especially called for that purpose. If any Shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that Shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the By-Laws adopted by the Shareholders.

#### ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9<sup>th</sup> day of June, 2000.

  
ROBERT STANLEY GIPE  
President/Secretary

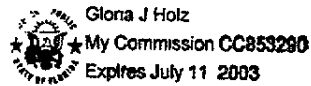
  
RICHARD E. ZALESKI, JR.  
Vice-President/Treasurer

STATE OF FLORIDA           )  
                                  : ss  
COUNTY OF PINELLAS       )

BEFORE ME, personally appeared ROBERT STANLEY GIPE and RICHARD E. ZALESKI, JR., to me known, ~~or who presented \_\_\_\_\_ as identification~~, who after being duly sworn, acknowledged that they have read the foregoing ARTICLES OF INCORPORATION, and that they subscribed to these ARTICLES OF INCORPORATION on the 9<sup>th</sup> day of June, 2000.

[SEAL]

*Gloria J. Holz*  
NOTARY PUBLIC  
Name: GLORIA J. HOLZ  
My Commission Expires:



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

FILED  
00 JUN 14 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

First, GIPE & ZALESKI, P.A., desiring to organize under the laws of the  
State of Florida, with its principal office as 35111 U S Highway 19 North, Palm  
Harbor, County of Pinellas, State of Florida 34684, wishes ROBERT STANLEY GIPE  
as its agent, to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated  
Corporation, at the place designated in this Certificate, I hereby accept to act  
in this capacity, and agree to comply with the provision of said Act relative to  
keeping open said office, and state that I am familiar with and accept the  
obligations of that position pursuant to Florida Statute 607.0501(3).

*R. Stanley Gipe*  
ROBERT STANLEY GIPE

STATE OF FLORIDA           )  
                                  : SS  
COUNTY OF PINELLAS       )

BEFORE ME, the undersigned officer, personally appeared ROBERT STANLEY  
GIPE, known to me to be the person whose name is subscribed to the instrument  
within and acknowledged that he executed same for the purposes contained therein.

WITNESS my hand and official seal in the County and State named above, this  
9th day of June, 2000.

*Gloria J. Holz*  
NOTARY PUBLIC  
Name: GLORIA J. HOLZ  
My Commission Expires:

