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LAW OFFICES  
MARTIN R. MALLINGER, P.A.

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BOCA RATON FL 33432-2704

TELEPHONE: (561) 394-7181  
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MARTIN R. MALLINGER

August 7, 2000

VIA UPS NEXT DAY AIR

Florida Secretary of State  
Division of Corporations  
ATTN: NEW FILINGS SECTION  
409 East Gaines Street  
Tallahassee FL 32301

100003349211--6  
-08/08/00--01052--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: DAVID E. FRENCH, P.A.

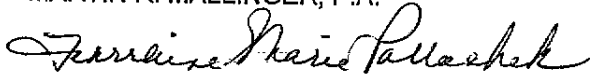
Dear Sir or Madam:

Enclosed herewith please find original Articles of Incorporation for David E. French, P.A. and our check in the amount of \$78.75. Please process the enclosures at your earliest convenience and return a certified copy of the filed Articles to the undersigned in the envelope provided.

Thank you for your anticipated attention to the foregoing. Please feel free to contact Mr. Mallinger or the undersigned should you have any questions.

Very truly yours,

MARTIN R. MALLINGER, P.A.



Lorraine Marie Pollachek  
Secretary to Martin R. Mallinger

/smp  
Encl.  
(C:\...ICORP.FRENCH\1300.000VSECYST01)

FILED  
00 AUG - 8 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. 61-2000

AUG 1 5 2000

**ARTICLES OF INCORPORATION**

**OF**

**DAVID E. FRENCH, P.A.**

FILED  
00 AUG - 8 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, each a natural person competent to contract and an attorney at law, licensed to render services as such under the laws of the State of Florida, hereby associate themselves together to form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation shall be DAVID E. FRENCH, P.A.

**ARTICLE II. GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law 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 of the corporation who are duly licensed under the laws of the State of Florida to practice therein.

B. 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 such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and, in

general, either alone or in association with other corporation, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share.

### **ARTICLE IV. REGISTERED AGENT**

The initial Registered Agent of this corporation shall be DAVID E. FRENCH, ESQ., whose business office is identical with that of the corporation's registered office set forth below.

### **ARTICLE V. ADDRESS OF REGISTERED OFFICE**

The street address of the initial registered office of this corporation shall be 2600 North Military Trail, Suite 125, Boca Raton, FL 33431.

### **ARTICLE VI. TERM OF EXISTENCE**

This corporation shall commence on August 7, 2000, and shall exist perpetually unless dissolved according to law.

### **ARTICLE VII. BOARD OF DIRECTORS**

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time by By-Laws

adopted by the Directors, but shall never be less than one (1).

C. The names and street addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID E. FRENCH	2600 North Military Trail Suite 125 Boca Raton FL 33431

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a vote of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be an attorney at law duly licensed to render services as such under the laws of the State of Florida.

#### **ARTICLE VIII. INCORPORATORS**

The following are the names and street addresses of the persons signing these Articles of Incorporation, each of whom is an attorney at law duly licensed under the laws of the State of Florida:

<u>NAME</u>	<u>ADDRESS</u>
DAVID E. FRENCH	2600 North Military Trail Suite 125 Boca Raton FL 33431

#### **ARTICLE IX. SHAREHOLDERS**

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney at law under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder

hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### **ARTICLE X. BY-LAWS**

The power to adopt, amend or repeal By-Laws of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To pursue and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

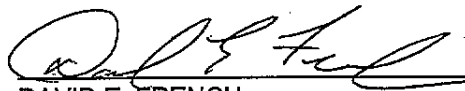
#### **ARTICLE XII. AMENDMENT**

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XIII. INDEMNIFICATION**

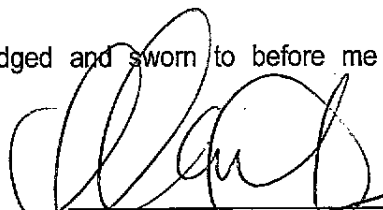
The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7<sup>th</sup> day of August, 2000.

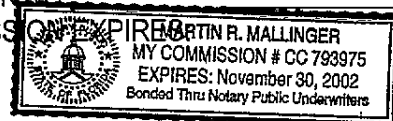
 (SEAL)  
DAVID E. FRENCH

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged and sworn to before me this August, 2000.

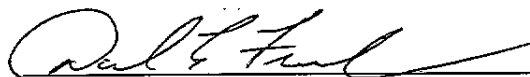
  
NAME: MARTIN R. MALLINGER  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
COMMISSION NO.  
MY COMMISSION

FILED  
00 AUG -8 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent for the above-stated corporation, at the place designated in these Articles of Incorporation, 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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

  
DAVID E. FRENCH  
REGISTERED AGENT  
DATE: AUGUST 7, 2000.

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