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FILED
00 DEC 11 AM 11:08
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Kenneth R. Dawson
1401 S.W. 15th Avenue
Ft. Lauderdale, FL 33312

December 7, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: New filing - KENNETH R. DAWSON, P.A.

Dear sir or madam,

Enclosed please find the following: an original and two copies of the Articles of Incorporation of KENNETH R. DAWSON, P.A. and my check for \$78.75 to cover the cost of filing and a certified copy. Please file the original of these articles and return a filed copy to my office.

Your time and attention to this matter is greatly appreciated. If you require anything further please do not hesitate to contact me at (954) 921-4167.

Thanking you again for your time and attention, I remain

Very truly yours,



KENNETH R. DAWSON, Esq.
KRD/xxx

ARTICLES OF INCORPORATION
OF
KENNETH R. DAWSON, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of full age and competent to contract do hereby present these Articles of Incorporation for the formation of a corporation for profit under the provisions of Chapter 621, Florida Statutes and other laws of the State of Florida. I hereby adopt and declare the following Articles of Incorporation governing the existence and organization of this corporation...

ARTICLE I - NAME

The name of the corporation shall be KENNETH R. DAWSON, P.A.

ARTICLE II - PRINCIPAL OFFICE

The Corporation's principal place of business is Broward County, Florida.

The Corporation's initial mailing address shall be 1401 S.W. 15th Avenue, Fort Lauderdale, Florida, 33312.

ARTICLE III - SPECIFIC PURPOSE

The specific nature of the business to be conducted and transacted by this corporation shall be to engage in every phase and aspect of the business of rendering the same professional services to the public that a lawyer 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 law therein.

In furtherance and expansion thereof, this corporation is authorized to conduct any additional activity or business permitted under the laws of the United States of America or of the State of Florida which, in the opinion of the Board of Directors, is capable of being carried on in connection with, furtherance of, addition to and/or in lieu of that business described in the first sentence of this Article II.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued and have outstanding at any one time shall be 1,000 shares of one class of common stock having a par value of \$0.01 per share. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said shares shall be paid for in lawful money of the United States of

America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said shares shall be deemed fully paid and nonassessable.

This corporation shall have pre-emptive rights as permitted by the corporation laws of the State of Florida.

None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE V - DIRECTORS

This corporation shall have a Board of Directors consisting of one director initially. The number of Directors may be increased or diminished from time to time, as provided for in the By-Laws adopted by the stockholders, but shall never be less than one (1). The names and addresses of the members of the first Board of Directors are:

KENNETH R. DAWSON - 1401 S.W. 15th Avenue, Fort Lauderdale, Florida, 33312.

ARTICLE VI - REGISTERED AGENT

The name and address of the Corporation's initial Registered Agent in the state of Florida are:

INITIAL REGISTERED AGENT: KENNETH R. DAWSON
INITIAL REGISTERED OFFICE: 1401 S.W. 15th Avenue
Ft. Lauderdale, Florida 33312

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


REGISTERED AGENT

ARTICLE V - INCORPORATOR

The name and address of the Incorporator is:

KENNETH R. DAWSON, 1401 S.W. 15th Avenue, Ft. Lauderdale, Florida 33312

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ARTICLE VIII - 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 this Corporation for the benefit of himself or any firm, association or Corporation in which he may be in any way interested.

ARTICLE IX - REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stock holders by majority vote.

ARTICLE X - VOTING TRUSTS

No stock holder 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 XI - CUMULATIVE VOTING

At all elections of directors of this Corporation, each stock holder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII - RESTRAINT ON ALIENATION OF SHARES

The stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any outstanding shares of this Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the stockholders of this Corporation; provided however, that such regulatory or restrictive

provisions shall not effect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a stockholder of this Corporation. If any stockholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such stockholders' shares shall immediately become subject to purchase by this Corporation in accordance with the By-Laws adopted by the stockholders.

ARTICLE XIII - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in any arrangement for sharing profits, union of interest, or corporation, 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.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any stockholder who dies, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a Pension Plan,
2. a Profit Sharing Plan, if such a plan is not otherwise prohibited by the Code Of Ethics,
3. a Stock Bonus Plan,
4. other retirement or incentive compensation plans.

ARTICLE XIV - AMENDMENT

These Articles Of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain

amendment of these Articles Of Incorporation be made. All rights of stockholders are subject to this reservation.

IN WITNESS WHEREOF, KENNETH R. DAWSON, the incorporator herein named has executed these Articles Of Incorporation this 6th day of December, 2000.


KENNETH R. DAWSON

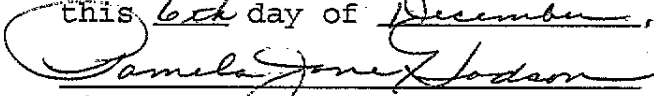
STATE OF FLORIDA

S.S.

COUNTY OF BROWARD

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared KENNETH R. DAWSON, who is known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and who acknowledged before me that he executed the same freely, voluntarily, and for the use and purpose therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 6th day of December, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



Pamela Jane Hodson
MY COMMISSION # CC754605 EXPIRES
June 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC