

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

John R. Overchuck, P.A.

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ARTICLES OF INCORPORATION

OF

JOHN R. OVERCHUCK, P.A.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract and an attorney at law duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be John R. Overchuck, P.A.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office for this corporation shall be located at 90 E. Livingston Street, Suite 100, Orlando, Florida 32801, which shall also be the mailing address for the corporation.

ARTICLE III - 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 law.

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 corporations, 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.

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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 IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of One Cent (\$.01) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Board of Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - TERM OF EXISTENCE

The corporation's existence shall commence on the date of execution of these Articles of Incorporation, and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida 32803, and the name of the initial registered agent of this corporation at that address is Steven C. Lee.

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 Bylaws adopted by the shareholders or the Board of Directors, but shall never be less than one (1).

C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, are:

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John R. Overchuck
90 E. Livingston Street, Suite 100
Orlando, Florida 32801

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 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 - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - 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 X - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, an attorney at law duly licensed to render services as such under the laws of the State of Florida:

Steven C. Lee
Dean, Mead, Egerton, Bloodworth,
Capouano & Bozarth, P.A.
800 N. Magnolia Avenue, Suite 1500
Orlando, Florida 32803

ARTICLE XI - 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

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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 XII - INDEMNIFICATION

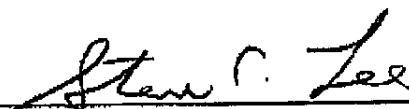
The corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of February, 2001.



Steven C. Lee

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 607.0505 Florida Statutes.

Signature: 

Steven C. Lee

Date: 2-1-, 2001

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