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PRACTICE AREAS: CONTRACT LAW

ENTERTAINMENT LAW

ENVIRONMENTAL LAW

LAND USE & ZONING LAW

Wednesday, February 07, 2001

Division of Incorporations  
P.O. Box 6327  
Tallahassee, Florida 32314

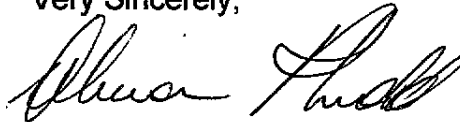
Re: Articles of Professional Association, Phidd & Associates, a New Filing

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Phidd & Associates, a Professional Association, a new Florida Corporation and a check in the amount of \$78.75. I am also enclosing an additional copy of the Articles of Incorporation along with a self-addressed stamped envelope for you to return a **clocked copy** to my office.

If you should have any questions, please feel free to contact the undersigned immediately.

Very Sincerely,



Alicia M. Phidd,

AMP//  
enc.

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-02/13/01-01017--002

\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
FEB 22 PM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-26-01  
~~2-26-01~~  
we



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 14, 2001

ALICIA M. PHIDD  
P. O. BOX 2600004  
PEMBROKE PINES, FL 33026

SUBJECT: PHIDD & ASSOCIATES  
Ref. Number: W01000003563

We have received your document for PHIDD & ASSOCIATES and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham  
Document Specialist

Letter Number: 101A00009318

**ARTICLES OF PROFESSIONAL ASSOCIATION OF PHIDD & ASSOCIATES.**

**ARTICLE I**  
**CORPORATE NAME**

The name and mailing address of this Professional association shall be:

**PHIDD & ASSOCIATES**  
**Professional Association**  
P.O BOX 260004  
PEMBROKE PINES, FL 33026

FILED  
01 FEB 22 PM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**  
**NATURE OF CORPORATE BUSINESS**

**This professional association may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida relating to the practice of law. This is a professional association of attorneys.**

**ARTICLE III**  
**CAPITAL STOCK**

This professional association is authorized to issue a maximum of 1000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this professional association of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND DESIGNATION OF REGISTERED AGENT**

The Professional association's initial registered agent and office for the purpose of complying with Florida law shall be:

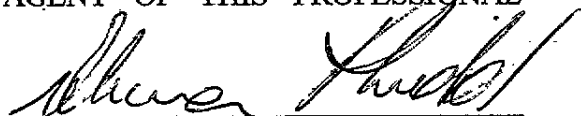
**ALICIA M. PHIDD**

and the registered post office address is:

122-89 Pembroke Road  
Suite 104  
Pembroke Pines, Florida 33025

to accept service of process within the State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS PROFESSIONAL ASSOCIATION



ALICIA M. PHIDD

**ARTICLE VI**  
**INCORPORATORS**

The name and post office address of each Incorporator executing these Articles of professional association is as follows:

ALICIA M. PHIDD  
P.O BOX 260004  
PEMBROKE PINES, FL 33026

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of directors may be either increased or diminished from time to time by the bylaws adopted by the stockholders. However, the Professional association shall have no less than 1 directors at any time.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The name and post office address of each member of the first Board of Directors is:

ALICIA M. PHIDD  
President, Vice President, Secretary & Treasurer  
P.O BOX 260004  
PEMBROKE PINES, FL 33026

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Professional association, or until the first annual meeting of the Professional association, or until a successor is elected.

**ARTICLE IX**  
**BYLAWS**

The Power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders and the directors shall be specifically prohibited from adopting, repealing or amending the bylaws, or any part or parts thereof.

**ARTICLE X**  
**AMENDMENTS**

This professional association reserves the right to amend or repeal any provisions contained in these Articles of professional association, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI**  
**INDEMNIFICATION**

The Professional association shall indemnify a director or officer of the Professional association who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or

officer of the Professional association against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Professional association may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Professional association against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors.

The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Professional association shall apply when such persons are serving at the Professional association's request while a director, officer, employee or agent of the Professional association, as the case may be, as a director, officer, employee or agent of another foreign or domestic Professional association, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Professional association.

The Professional association also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Professional association who is a party to a proceeding advance of final disposition of the proceeding. The Professional association also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Professional association, whether or not the Professional association would have power to indemnify the individual against the same liability under the law. All references in these Articles of professional association are deemed to include any amendment or successor thereto.

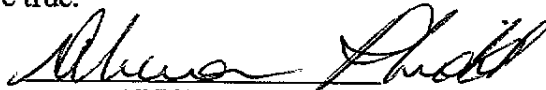
Nothing contained in these Articles of professional association shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Professional association or the ability of the Professional association otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, shall it be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of professional association to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

## **ARTICLE XII**

### **COMMENCEMENT**

Corporate existence will commence upon issuance of the Certificate of professional association.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a professional association to do business within the State of Florida, does make and file these Articles of professional association, hereby declaring that the facts herein stated are true.

  
ALICIA M. PHIDD  
President