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JOSEPH V. CAMERLENGO  
L A W O F F I C E S  
A PROFESSIONAL ASSOCIATION

4741 Atlantic Boulevard, Suite D  
Jacksonville, Florida 32207  
(904)306-9220 • Fax (904)306-8757  
camerlengo@aol.com

February 22, 2001

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

200003758162--4  
-02/23/01-01062-004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Articles of Incorporation & Bylaws for the Law Offices of Joseph V. Camerlengo, P.A.

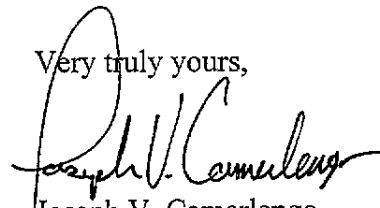
Dear Sir or Madam:

**EFFECTIVE DATE**

02-16-01

Please find enclosed the original and one copy of the Articles of Incorporation and Bylaws for the Law Offices of Joseph V. Camerlengo, P.A. along with a check in the amount of \$87.50. I would appreciate your returning a certified copy of the Articles of Incorporation and a Certificate of Status at your earliest convenience. Should you have any questions regarding the foregoing or enclosures, please do not hesitate to call me.

Very truly yours,

  
Joseph V. Camerlengo

Enclosures

FILED  
01 FEB 23 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF THE  
LAW OFFICES OF JOSEPH V. CAMERLENGO, P.A.**

**FILED**

**01 FEB 23 AM 8:40**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of the Law Offices of Joseph V. Camerlengo, P.A., a Professional Service Corporation, under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I – NAME AND ADDRESS**

The name of the professional service corporation is Law Offices of Joseph V. Camerlengo, P.A. (the "Corporation"). The street address of the initial principal office and the mailing address of the Corporation are 4741 Atlantic Boulevard, Suite D, Jacksonville, Florida 32207

**ARTICLE II – PURPOSE**

The Corporation is organized for the purpose of performing legal services and all other lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III – DURATION AND COMMENCEMENT OF EXISTENCE**

**EFFECTIVE DATE  
02-16-01**

The Corporation will exist perpetually, commencing on February 16, 2001, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Florida Secretary of State.

**ARTICLE IV – AUTHORIZED SHARES**

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates 4741 Atlantic Boulevard, Suite D, Jacksonville, Florida 32207 as the street address of the Corporation's initial registered office, and (ii) names Joseph V. Camerlengo, Esquire as the Corporation's initial registered agent at that address to accept service of process within this state.

**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The Corporation has one (1) director initially. The number of directors may be either increased or decreased from time to time, as provided by the Corporation's bylaws, but shall never be less than one (1). The name of the initial director is Joseph V. Camerlengo.

## ARTICLE VII – INCORPORATOR

The name and street address of the incorporator are:

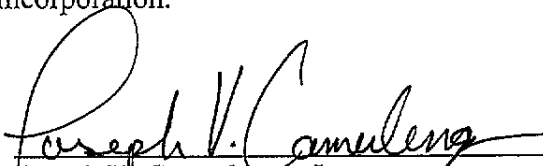
Joseph V. Camerlengo

4741 Atlantic Boulevard, Suite D  
Jacksonville, Florida 32207

## ARTICLE VIII – INDEMNIFICATION

- (a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as a director or officer, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.
- (b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
Joseph V. Camerlengo, Incorporator

### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.



Joseph V. Camerlengo, Registered Agent