

LAW OFFICES  
OF

*N. Michael Kouskoutis, P.A.*

35 WEST LEMON STREET  
TARPON SPRINGS, FLORIDA 34689  
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N. MICHAEL KOUSKOUTIS  
ATTORNEY AT LAW

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February 28, 2001

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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

**Re: LAW OFFICES OF A.W. MILLER III, P.A.**

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for LAW OFFICES OF A.W. MILLER III, P.A., together with our check in the amount of \$78.75 to cover the filing fee and Certificate of Incorporation. Kindly file the original Articles and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Sincerely,

N. MICHAEL KOUSKOUTIS, P.A.

*Karen Haury*  
Karen Haury, Legal Assistant to  
N. Michael Kouskoutis, Esq.

/klh  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(6)

ARTICLES OF INCORPORATION  
OF  
LAW OFFICES OF A.W. MILLER III, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Professional Service Corporation Act (the "Act") and other laws of the State of Florida, as follows:

ARTICLE I  
Name

The name of the Corporation is:

LAW OFFICES OF A.W. MILLER III, P.A.

ARTICLE II  
Term of Existence

Corporate existence commences upon filing, and the Corporation has perpetual existence thereafter.

ARTICLE III  
Principal Office

The principal office of the Corporation is 2118 Drew Street, Suite D, Clearwater, FL 33765-3232.

ARTICLE IV  
Nature of Business and Purposes

The Corporation is organized for the following purposes:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, 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 and render legal services therein.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or 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 thereto, 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.

(d) The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, the Corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire society, state fair or exposition.

#### ARTICLE V Capital Stock

(a) The Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past 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 Common 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 judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2118 Drew Street, Suite D, Clearwater, FL 33765-3232, and the name of its initial registered agent at such address is Albert Wesley Miller III.

#### ARTICLE VII SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

## ARTICLE VIII

### Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) director and no more than three (3) directors. The name and address of the initial director of the corporation, who shall serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Albert Wesley Miller III	2118 Drew Street, Suite D Clearwater, FL 33765-3232

## ARTICLE IX

### Incorporator

The name and address of the incorporator signing these Articles of Incorporation, are:

<u>Name</u>	<u>Address</u>
Albert Wesley Miller III	2118 Drew Street, Suite D Clearwater, FL 33765-3232

## ARTICLE X

### Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's board of directors.

## ARTICLE XI

### Stockholders

(a) The Corporation's Common Stock shall be issued only to individuals who are duly licensed to render legal services under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed as an attorney under the laws of the State of Florida.

(b) If any shareholder of the Corporation becomes legally disqualified within Florida to render professional legal services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional legal services, such shareholder shall sever all employment with and financial interest in the Corporation.

(c) No shareholder of the 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 of the Corporation's Common Stock.

ARTICLE XII  
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

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, the Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, 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.

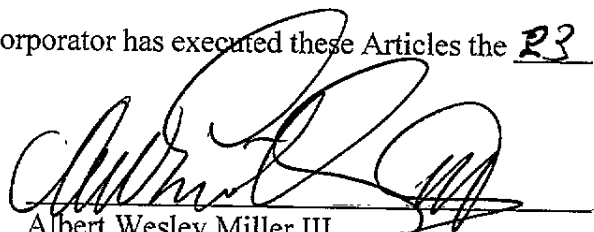
(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the Bylaws or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

(c) To adopt, for the benefit of employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift savings plan, or (5) other retirement, incentive compensation or employee benefit plan.

ARTICLE XIV  
Amendment

These Articles of Incorporation may be amended in the manner provided for by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles the 23 day of February, 2001.

  
Albert Wesley Miller III  
Registered Agent/Incorporator

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.