

*Morrison, Morrison & Mills, P.A.*

ATTORNEYS AT LAW  
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SUITE 100  
TAMPA, FLORIDA 33606

THOMAS K. MORRISON  
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PO1000023573

February 28, 2001

**Via Federal Express**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200003796612--2  
-03/02/01--01098--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Filing of Articles of Incorporation  
FRED S. WERDINE, P.A.**

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above listed professional service corporation. Also enclosed is our check in the amount of \$70.00 to cover the cost of the filing. Please file the original of the Articles of Incorporation, stamp the date of filing on the copy and return it to me via Federal Express using the provided airbill and package a.s.a.p.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,

*Kevin DiTanna /pls*  
Kevin DiTanna

KAD/pns

Enclosures:

1. Original Articles of Incorporation
2. Check in the amount of \$70.00
3. Copy of Articles for return
4. Federal Express Package/Airbill

FILED  
01 MAR -2 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3/1*

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**ARTICLES OF INCORPORATION**

**OF**

**FRED S. WERDINE, P.A.**

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**FILED**

**01 MAR -2 AM 9:49**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED INCORPORATOR, hereby makes, subscribes, acknowledges and files with the Secretary of State, State of Florida, these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be FRED S. WERDINE, P.A.

**ARTICLE II**

The general nature of the business shall be:

- (a) To engage in every aspect of the practice of law; and
- (b) To engage in and render the professional services herein permitted and authorized only through its officers, agents, and employees, who are attorneys in good standing and duly licensed or otherwise legally qualified and duly authorized to practice law within the State of Florida.

This Corporation shall not engage in any business other than the rendering of the professional services for which it was specifically organized; provided, however, nothing in the Florida Statutes or in any other provisions of existing law applicable to corporations shall be interpreted to prohibit the Corporation from investing in funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for

the rendering of professional services.

### **ARTICLE III**

(a) The capital stock of the corporation shall be divided into 10,000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the shareholders.

(b) The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor, labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose.

(c) Shares of the Corporation's stock and certificates therefor shall be issued only to a professional corporation, a professional limited liability company, or an individual attorney, in good standing and duly licensed, within the State of Florida, all of whom are also legally authorized to render the same professional services to the general public as the Corporation.

(d) Shares of the Corporation's stock and certificates therefor shall be issued only in accordance with these Articles of Incorporation and the Bylaws of the Corporation.

(e) All shares of stock shall be Common Stock of the same class.

(f) All stock, when issued, shall be fully paid for and shall be non-assessable.

(g) No shareholder shall have preemptive rights to subscribe to, purchase, or receive any shares of stock of the Corporation.

### **ARTICLE IV**

This corporation shall have perpetual existence.

#### ARTICLE V

The principal offices of the corporation shall be located at 5131 W. Neptune Way, Tampa, Florida 33609, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

#### ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. A director shall be an active member of the legal profession in good standing and duly licensed as an attorney within the State of Florida.

The name and address of the initial director is as follows:

Fred S. Werdine  
5131 W. Neptune Way  
Tampa, Florida 33609

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

#### ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Fred S. Werdine  
5131 W. Neptune Way  
Tampa, Florida 33609

### ARTICLE VIII

The name and address of the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

President/Secretary/Treasurer

Fred S. Werdine  
5131 W. Neptune Way  
Tampa, Florida 33609

### ARTICLE IX

If an officer, director, shareholder, agent, or employee of the Corporation, who has been rendering professional legal services to the public:

(a) For any reason ceases to be an active member of the legal profession in good standing and duly licensed as an attorney legally authorized within the State of Florida to render the same professional service as the Corporation; or

(b) Accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of professional services as an attorney; or

(c) Attempts to sell, transfer, hypothecate, or pledge any shares of stock of the Corporation to any person or in any manner prohibited by law, by these Articles of Incorporation, or by the Bylaws of the Corporation; or

(d) Voluntarily or involuntarily severs his/her relationship as an officer, director, shareholder, agent, or employee of the Corporation;

then, and in any such event, such person's employment with and/or financial interest in the Corporation shall cease forthwith, automatically and immediately, as completely severed and terminated; except to receive payment for such shares of stock in the Corporation as may be owned by him/her, and any other amounts that are lawfully due and owing to him/her by the

Corporation. Any shares of stock of such person in the Corporation shall then and thereafter have no voting rights of any kind; shall not be entitled to any dividends for stock rights of any kind which may be thereafter declared by the Corporation; and said stock of such person shall be forthwith transferred, sold, purchased, pledged, or redeemed at such price or value and only in such manner as shall be authorized or set forth by the Bylaws or a Shareholders Agreement or both, as adopted by the Shareholders of the Corporation.

#### **ARTICLE X**

No shareholder of the Corporation and no personal representative of a deceased or incompetent shareholder may sell or transfer any of such shareholder's shares of stock in the Corporation except to another individual who is eligible to be a shareholder of the Corporation, and then only after the proposed sale or transfer shall have been first authorized or approved in accordance with the Bylaws of the Corporation.

#### **ARTICLE XI**

The time and place of the annual stockholders' meeting shall be the 15th day of May of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

#### **ARTICLE XII**

The Board of Directors shall have full power to fix their own compensation including any

bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

### ARTICLE XIII

The name and address of the initial registered agent of this corporation is Fred S. Werdine, 5131 W. Neptune Way, Tampa, Florida 33609.

### ARTICLE XIV

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

### ARTICLE XV

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

### ARTICLE XVI

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and

any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

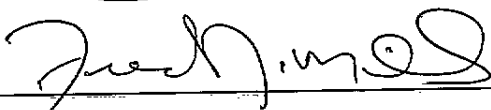
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

  
Fred S. Werdine, Incorporator

STATE OF FLORIDA

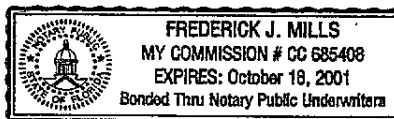
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this <sup>HL</sup> 28 day of February, 2001, by **FRED S. WERDINE**, who is personally known to me or who has produced identification and who did take an oath.

  
PRINT NAME: Frederick J. Mills  
NOTARY PUBLIC, STATE OF FLORIDA

SEAL

My Commission Expires:



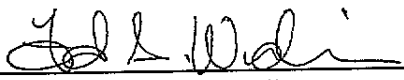


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - That **FRED S. WERDINE, P.A.**, qualify under the laws of the State of Florida,  
with its principal place of business in the City of Tampa, State of Florida, has named **Fred S.  
Werdine at 5131 W. Neptune Way, Tampa, Florida 33609**, as its agent to accept service of  
process within Florida.

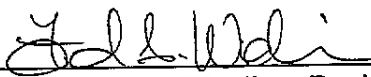
FRED S. WERDINE, P.A.

By:   
Fred S. Werdine, Incorporator

DATE: 2/28/01

FILED  
01 MAR -2 AM 9:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, 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.

  
Fred S. Werdine, Registered Agent

DATE: 2/28/01