

Ellen S. Maher
3200 Matecumbe Key Rd.
Punta Gorda, FL 33955

March 26, 2001

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

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*****78.75 *****78.75

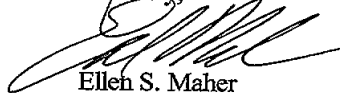
Re: Filing Articles of Incorporation;
Ellen S. Maher, P.A.

Dear Ladies and Gentlemen:

I am enclosing a copy and the original Articles of Incorporation for the above-named professional services corporation and check in the amount of \$78.75 (\$70.00 for filing and \$8.75 for a certified copy) to cover the state's fee. I am requesting a certified copy of this document to be sent to me at your earliest convenience. Please file this document with the state and return the filed document to me in the enclosed self-addressed envelope. Thank you.

Should you have any questions, please feel free to contact this office at (941) 286-0371.

Sincerely,



Ellen S. Maher
Attorney at Law

Enclosures

FILED
01 MAR 27 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Ellen S. Maher, P.A.

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopt(s) these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Ellen S. Maher, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

3200 Matecumbe Key Rd.
Punta Gorda, FL 33955

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is:

3200 Matecumbe Key, Rd.
Punta Gorda, Florida 33955

The name of the initial registered agent at that address is:

Ellen S. Maher.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Ellen S. Maher
3200 Matecumbe Key Rd.
Punta Gorda, FL 33955

ARTICLE VIII. SUBSCRIBER(S)

The name and address of the person signing these articles of incorporation as subscriber is:

Ellen S. Maher
3200 Matecumbe Key Rd.
Punta Gorda, FL 33955

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation

may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on March 26, 2001.


Ellen S. Maher

01 MAR 27 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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


Ellen S. Maher, Registered Agent