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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Florida Secretary of State, Division of Corporations
FROM: Incorporator of William M. Shaheen, P.A. *WMS*
DATE: May 19, 2001
RE: Corporate Formation

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-05/23/01--01009--001
*****87.50 *****87.50

Enclosed please find an original and two copies of the following documents for the purpose of forming William M. Shaheen, P.A. under the Florida Business Corporations Act and the Professional Service Corporation and Limited Liability Company Act:

- Articles of Incorporation of William M. Shaheen, P.A.; and
- Certificate of Designation of Registered Agent and Registered Office of William M. Shaheen, P.A.

Please find within a check in the amount of \$87.50 to cover fees for filing these two documents (\$35 each) and for obtaining a certified copy of the State's filing of each of these documents (\$8.75 each).

Please forward the certified copies of these documents, and a receipt for the cost of the filing, to the following address:

William M. Shaheen
744 Kenilworth Circle, #204
Heathrow, FL 32746.

Thank you for your assistance in this matter.

D. BROWN MAY 31 2001 ✓

**ARTICLES OF INCORPORATION
OF
WILLIAM M. SHAHEEN, P.A.**

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The undersigned, acting as incorporator of William M. Shaheen, P.A. under the Florida Business Corporations Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is William M. Shaheen, P.A. (hereinafter "the Corporation").

ARTICLE II. MISSION.

The Corporation's sole and specific objective is to provide, through its duly licensed President and any other licensed officers, professional legal services. The Corporation shall acquire, own, manage, and sell any assets, and shall take any other action, that is necessary, proper, advisable, or convenient to accomplish this objective, provided that such conduct is not forbidden by the laws of the United States or of the State of Florida.

ARTICLE III. EFFECTIVE DATE AND DURATION.

The formation of the Corporation shall become effective upon the Florida Department of State's filing of these Articles of Incorporation. The Corporation shall continue in existence in perpetuity.

ARTICLE IV. CAPITAL.

Authorized Shares. The Corporation shall have the authority to issue up to 1,000 shares of Capital Stock.

Initial Issue. The Corporation shall issue 500 shares of Capital Stock to its initial incorporator. The Corporation may but need not issue share certificates when issuing shares of its Capital Stock.

Stated Capital. The sum of the value of all shares of the Corporation's issued and outstanding Capital Stock shall be the stated value of the Corporation at any particular time.

Classes of Stock. The Corporation shall not divide its shares of Capital Stock into classes. Consequently, the Corporation at all times shall have only a single class of stock outstanding, and each share of Capital Stock shall accord an equal voting right and in all other respects shall represent an equivalent interest in the Corporation.

Dividends. The Corporation may make distributions to its shareholders when and as declared by its Executive Officers, provided that any such distribution comply with Florida Statutes Section 607.06401. Distributions from the Corporation may be in cash, in property, or in shares of authorized but as yet un-issued Capital Stock; each and every distribution from the Corporation must be pro-rata to all shareholders.

ARTICLE V. BYLAWS.

Within a reasonable period of time, not to exceed four weeks, after formation of the Corporation, the company's initial shareholder/s shall adopt corporate bylaws for the concern.

ARTICLE VI. INCORPORATORS, DIRECTORS, OFFICERS, AND OFFICE.

Incorporators. The name and address of the Corporation's incorporator is as follows:

- William M. Shaheen
744 Kenilworth Circle, #204
Heathrow, Florida 32746.

Directors. The Corporation shall not have a board of directors. The Corporation's Executive Officers shall perform the duties that otherwise would be the responsibility of a board of directors.

Officers. The Corporation's Executive Officers shall consist of the position of President and of any other positions determined necessary by the shareholders for the conduct of the Corporation's business.

Office and Registered Agent. The Corporation's principal office in Florida is as follows:

- 1200 North Federal Highway, Suite 301
Boca Raton, Florida 33432.

The name of the Corporation's initial registered agent in Florida is William M. Shaheen, and the street address in Florida of the Corporation's initial registered office is as follows:

- 1200 North Federal Highway, Suite 301
Boca Raton, Florida 33432.


ARTICLE VII. SHAREHOLDER VOTE.

Any corporate action requiring explicit approval of the shareholders shall require an affirmative majority vote by such shareholders. Wherever referred to in these Articles of Incorporation, the term "majority" shall mean three-fourths of all shares of Capital Stock.

ARTICLE VIII. AMENDMENT.

Upon a majority vote of the Capital Stock, the shareholders of the Corporation shall have the right to alter, amend, or repeal these Articles of Incorporation, either in whole or in part.

In witness hereof, the undersigned has made, executed, and subscribed the above Articles of Incorporation for the Corporation at 744 Kenilworth Circle, #204, Heathrow, Florida 32746, on the 19th day of May, 2001.



William M. Shaheen, Incorporator

WILLIAM M. SHAHEEN, P.A.
CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT and REGISTERED OFFICE

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Pursuant to Florida Statutes Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate its registered agent and registered office within the State of Florida.

- I. The name of the corporation is William M. Shaheen, P.A.
- II. The name and address of the corporation's registered agent and registered office are as follows:
- William M. Shaheen
1200 North Federal Highway, Suite 301
Boca Raton, Florida 33432.

By: William M. Shaheen
WILLIAM M. SHAHEEN

Title: President
PRESIDENT

Date: 5/19/01
MAY 19, 2001

Having been named as registered agent, and to accept service of process for the above-stated corporation at the location designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: William M. Shaheen
WILLIAM M. SHAHEEN

Date: 5/19/01
MAY 19, 2001