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**FLORIDA PROFIT CORPORATION OR P.A.**

**Michael Cove, P.A.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**MICHAEL COVE, P.A.**

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The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and other laws of the State of Florida, hereby certifies as follows:

**ARTICLE I - NAME**

The name of this corporation is Michael Cove, P.A. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office address of the Corporation is: 2127 Reston Circle, Royal Palm Beach, Florida 33411.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by the Corporation shall be:

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a certified public accountant 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 who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional accounting services within the State of Florida. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
- (c) To invest the funds of the Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

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- (d) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.
- (e) The Corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

#### ARTICLE IV - STOCK

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE V - EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation are: Phillip T. Ridolfo, Jr., Esq., 777 S. Flagler Drive, Suite 300E, West Palm Beach, Florida 33401.

#### ARTICLE VII - STOCK TRANSFERABILITY

No stockholder of the Corporation may sell or transfer his shares in the Corporation except to another individual who is eligible to be a stockholder of the Corporation under the laws of the State of Florida.

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ARTICLE VIII - STOCK OWNERSHIP

The Board of Directors shall require any officer, stockholder, agent, or employee of the Corporation, who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing to render such professional services, to sever all employment with, and financial interests in, the Corporation forthwith.

ARTICLE IX - DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished, from time to time, by the bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE X - INITIAL DIRECTOR

The name and street address of the initial director of the Corporation are:

NameStreet Address

Michael Cove

2127 Reston Circle  
Royal Palm Beach, Florida 33411

Said Director is of full age and is a citizen of the United States of America. The aforesaid director shall hold his office until the first annual meeting of the stockholders or until his successor is elected and has qualified.

ARTICLE XI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Phillip T. Ridolfo, Jr., Esq., 777 S. Flagler Drive, Suite 300E, West Palm Beach, Florida 33401.

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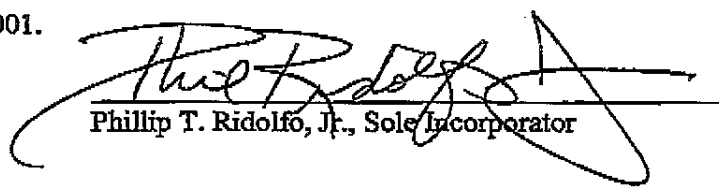
ARTICLE XII - BYLAWS

The bylaws of the Corporation may be created, amended or changed by the stockholders or directors at any regular or special meeting, duly held.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of July, 2001.

  
Phillip T. Ridolfo, Jr., Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 3rd day of July, 2001.

  
Phillip T. Ridolfo, Jr., Esq.

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