

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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MacWilliam and McCain, PA

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____

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DIVISION OF CORPORATIONS
2001 JUL 30 AM 10: 22
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TO AKNOWLEDGE
SUFFICIENCY OF FILING

- Cert. Copy _____
- Photo Copy _____

- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____

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TALLAHASSEE, FLORIDA
01 JUL 30 PM 1:00

- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
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Signature _____

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Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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01 JUL 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

MACWILLIAM AND MCCAIN, P.A.
Attorney's at Law

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Professional Corporation for profit under Chapter 607 and 621 of the Florida Statutes.

ARTICLE 1- NAME

The Name of the Professional Corporation is **MacWilliam and McCain, P.A., Attorney's at Law.**

ARTICLE 2 – PRINCIPLE PLACE OF BUSINESS

The principle place of business shall be 2345 14th Avenue, Suite 3, Vero Beach, FL 32960. The mailing address is one in the same as the principle place of business.

ARTICLE 3 – PURPOSE OF PROFESSIONAL CORPORATION

The Professional Corporation shall engage in the practice of law and any and all activities and services associated with the legal profession permitted in the State of Florida and the United States.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporators of the Professional Corporation are:

Kevin MacWilliam 2345 14 th Avenue Suite 3 Vero Beach, FL 32960 Florida Bar # 0991790	Margaret Keys McCain 2345 14 th Avenue Suite 3 Vero Beach, FL 32960 Florida Bar # 123900
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ARTICLE 5 – OFFICERS

The initial President of the Professional Corporation shall be Margaret Keys McCain, who is a licensed attorney in the State of Florida in good standing. The initial Secretary/Treasurer shall be Kevin MacWilliam, 2345 14th Avenue, Suite 3, Vero Beach, FL 32960.

ARTICLE 6 – CAPITALIZATION

- 6.1 The maximum number of shares of stock permissible at any time for the Professional Corporation is ONE THOUSAND (1,000). The shares shall be common stock, each having a par value of ONE DOLLAR (\$1.00).
- 6.2 No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.
- 6.3 The board of directors may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.
- 6.4 Stock may only be issued to a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render legal services.
- 6.5 The Professional Corporation shall have the right of first refusal in any sale of stock.

ARTICLE 7 – SUB-CHAPTER “S” CORPORATION

The Professional Corporation may elect to be an “S” Corporation as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

- 7.1 The shareholders of the Professional Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Professional Corporation unanimously agree otherwise in writing.
- 7.2 After the Professional Corporation has elected to be an S Corporation, none of the shareholders, without the written consent of the other shareholders, shall take any action, or make any transfer or other disposition of the Shareholders’ shares of stock in the Professional Corporation, which will result in the termination or revocation of such election to an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
- 7.3 Upon the election of the S Corporation Status, each share of stock issued by the Professional Corporation shall contain the following legend:
“The shares of stock represented by this certificate cannot be transferred if such a transfer would void the election of the Professional Corporation to be taxed under

Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 8 – POWERS OF PROFESSIONAL CORPORATION

The Professional Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 – TERMS OF EXISTENCE

The Professional Corporation shall have perpetual existence.

ARTICLE 10 – TITLE

The Professional Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered in the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Professional Corporation shall have notice thereof.

ARTICLE 11 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office and Registered Agent of the Professional Corporation is Kevin MacWilliam, Attorney at Law, 2345 14th Avenue, Suite 3, Vero Beach, FL 32960.

ARTICLE 12 – BYLAWS

The Board of Directors of the Professional Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Professional Corporation, by two thirds majority of all Board of Directors.


ARTICLE 13 – EFFECTIVE DATE


These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 – AMENDMENT

The Professional Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to the Articles or to any amendment hereto in any manner now or hereafter prescribed or permitted by provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto sent my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of July, 2001.

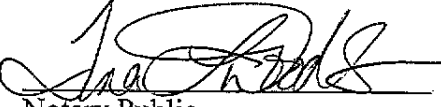

Kevin MacWilliam
Incorporator

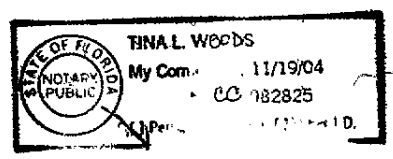

Margaret Keys McCain
Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public in and for the State of Florida, duly qualified and acting as an officer aforesaid to take acknowledgments, personally appeared, KEVIN MACWILLIAM AND MARGARET KEYS MCCAIN, to me known to be the persons who executed the foregoing Articles of Incorporation of MACWILLIAM AND MCCAIN, P.A. and they acknowledged that they executed the same for the purposes therein set forth.

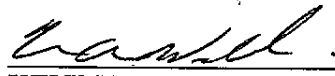
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Vero Beach, Florida, this 23rd day of July 2001.


Notary Public



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Kevin MacWilliam, having been designed as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Florida Statute 607.0505.


KEVIN MACWILLIAM
Registered Agent

FILED
01 JUL 30 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA