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LAW OFFICES

THE SOLOMON LAW GROUP, P.A.

400 NORTH ASHLEY PLAZA • SUITE 3000
TAMPA, FLORIDA 33602-4331

TELEPHONE: (813) 225-1818
TELECOPIER: (813) 225-1050

September 28, 2001

Via Federal Express No. 8287 0568 8802

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

000004618040--2
-10/01/01-01053-013
*****96.25 *****96.25

Re: Articles of Corporation for The Law Offices of Athanason & Taylor, P.A.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of the properly executed Articles of Incorporation of The Law Offices of Athanason & Taylor, P.A. with Acceptance by Registered Agent ("Articles"). Also enclosed is our firm's check in the amount of \$96.25, made payable to the Florida Secretary of State, for the filing fees and three certified copies of the Articles.

Please return the "Filed" copy of the Articles of Incorporation and three certified copies of the Articles to us in the enclosed Federal Express airbill and envelope.

If you have any questions, please call.

Sincerely yours,

THE SOLOMON LAW GROUP, P.A.

By:

YYL Lam, Legal Assistant

YYL/y
Enclosure

FILED
01 OCT - 1 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
THE LAW OFFICES OF ATHANASON & TAYLOR, P.A.**

FILED

01 OCT -1 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit professional service corporation (the "**Corporation**") under the laws of the State of Florida, as follows:

ARTICLE I
Name

The name of the Corporation is **The Law Offices of Athanason & Taylor, P.A.**

Address

The principal and corporate mailing address of the Corporation is 4131 5th Avenue North, St. Petersburg, Florida 33713.

ARTICLE II
Term of Existence

The corporate existence of the Corporation shall commence when these Articles of Incorporation are filed, as provided by Section 607.0203(1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
Nature of Business and Purpose

The Corporation is organized to engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney, duly 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 of the Corporation who are duly licensed under the laws of the State of Florida to practice legal services therein.

ARTICLE IV
Corporate Powers

The Corporation shall have power to do all things necessary or convenient to carry out its business and affairs, including without limitation the following general powers described in Section 607.0302, Florida Statutes, except to the extent that those powers conflict in any manner with restrictions and requirements of Chapters 454 or 621, Florida Statutes:

- (a) have perpetual succession by its corporate name;

- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property necessary for the rendering of professional services;
- (e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof, subject to the requirements of Section 621.08, Florida Statutes;
- (h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;
- (k) elect directors and appoint officers, employees, and agents for the Corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;
- (m) make donations for the public welfare or for charitable, scientific or educational purposes;
- (n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) make payments or donations or do any other act not inconsistent with law that furthers the affairs and business of the Corporation;

(p) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(q) exchange shares or merge with other domestic professional corporations organized to render professional legal services in Florida;

(r) provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(s) have and exercise all powers necessary or convenient to effect its purposes, consistent with Chapters 607, 621, and 454, Florida Statutes.

ARTICLE V

Capital Stock

(a) The Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

ARTICLE VI

Restrictions on Issuance of Stock, Alienation of Shares, and Voting of Stock

(a) The Corporation's Common Stock shall be issued only to individuals who are duly licensed to render services as attorneys at law under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed as an attorney under the laws of the State of Florida.

(b) No shareholder of the Corporation may sell or transfer her or his shares in the Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the Corporation.

(c) If any shareholder of the Corporation becomes legally disqualified within Florida to render professional legal services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional legal services, such shareholder shall sever all employment with and financial interest in the Corporation.

(d) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

(e) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such value will be conclusive.

(f) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Athanason & Taylor, P.A., 4131 5th Avenue North, St. Petersburg, Florida 33713, and the name of its initial registered agent at such address is Traci B. Taylor.

ARTICLE VIII

Director/Officers

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than ten directors. The name and address of the initial director of the Corporation, and the initial officers, who shall serve until successors are duly elected and qualified, are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director/ President/Treasurer	Millicent B. Athanason	4131 5th Avenue North St. Petersburg, Florida 33713
Vice-President/Secretary	Traci B. Taylor	4131 5th Avenue North St. Petersburg, Florida 33713

ARTICLE IX

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Hallie S. Evans	400 North Ashley Drive, Suite 3000 Tampa, Florida 33602

ARTICLE X
Bylaws

The Corporation's Board of Directors shall adopt the initial bylaws.

ARTICLE XI
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XII
Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this September 28, 2001.



HALLIE S. EVANS
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for The Law Offices of Athanason & Taylor, P.A., 4131 5th Avenue North, St. Petersburg, Florida 33713, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


TRACI B. TAYLOR

Dated: September 28, 2001.

FILED
01 OCT -1 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA