

LAVIGNE, COTON & ASSOCIATES, P.A.

An International Law Firm

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Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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In Re: COTON, LAVIGNE & ASSOCIATES, P.A.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Resident Agent for COTON, LAVIGNE & ASSOCIATES, P.A.

Also enclosed is a check in the amount of \$122.50 to cover the charter tax, filing of the Articles of Incorporation, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

JAMES R. LAVIGNE, ESQUIRE
LaVigne, Coton & Associates, P.A.
5301 Conroy Road
Suite 140
Orlando, Florida 32811

Your attention to this matter is most appreciated.

Very truly yours,

James R. LaVigne
James R. LaVigne, Esquire

JRL/kaf
Enclosures

FILED
OCT 15 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROWN OCT 1. 7 2001

FILED
01 OCT 15 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COTON, LAVIGNE & ASSOCIATES, P.A.**

The undersigned all of whom are duly licensed to practice law in the State of Florida , desiring to form a professional corporation in accordance with Chapter 607 of the FL Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

1.01. The name of the Corporation shall be COTON, LAVIGNE & ASSOCIATES,
P.A.

ARTICLE TWO

REGISTERED OFFICE AGENT

2.01. The location and address of the Corporation's initial registered office in Florida is 1958 West Dr. Martin Luther King Boulevard, Tampa, FL 33607. The initial registered agent at the registered office is Luis D. Coton.

ARTICLE THREE

PURPOSE

3.01. The purpose for which the Corporation is organized shall be to engage in the practice of law within the State of Florida , and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR

DURATION

4.01. The Corporation's Articles shall be effective upon filing, and the Corporation shall have perpetual existence.

ARTICLE FIVE

PROFESSIONAL SERVICES

5.01. The professional services of the Corporation shall be rendered only through offices, employees, and the agents who are fully licensed or otherwise legally authorized to practice to practice law within the State of Florida . Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rule so of legal practice.

ARTICLE SIX

INCORPORATORS

6.01. The names and post office addresses of the incorporators are:

Luis D. Coton

1958 W. Dr. Martin Luther King Jr. Blvd.
Tampa, FL 33607

James LaVigne

5301 Conroy Road
Suite 140
Orlando, Florida 32811

ARTICLE SEVEN

DIRECTORS

7.01. The Board of Directors shall consist of a minimum of one member. The names and addresses of the first Board of Directors are:

Luis D. Coton

1958 W. Dr. Martin Luther King Jr. Blvd.
Tampa, FL 33607

7.02. The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a board of directors. The shareholders of the Corporation shall manage the Corporation pursuant to the provisions of the Shareholders' Agreement between the shareholders.

ARTICLE EIGHT

CAPITAL STOCK

8.01. The number of share of stock that the Corporation's authorized to have outstanding is 100 all of which shall be common, shares with par value of \$1.00. The consideration be paid for each share should be payable in lawful money or property or labor or services. Shares of the Corporation's stock will be issued only to attorneys at law in good standing and duly licensed or legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE NINE

INFORMAL SHAREHOLDER ACTION

9.01. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actin so taken shall be signed by all the shareholders entitled at the time to vote on such actions at a meeting and filed with the secretary of the Corporation as part of the Corporate records.

ARTICLE TEN

INDEMNIFICATION

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

ARTICLE ELEVEN

SEVERANCE AND TERMINATION OF EMPLOYMENT

11.01. If any officer, director, shareholder, agent, employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase the shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE TWELVE

PREEMPTIVE RIGHTS

12.01. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, we have signed these Articles of
Incorporation on October 4, 2001

Luis D. Coton, Incorporator
Luis D. Coton

STATE OF FL
COUNTY OF ORANGE

On October 4, 2001 before me the undersigned officer, personally appeared Luis D. Coton, known to me to be the person whose name is subscribed to this document, and acknowledged that they execute the document for the purposes contained within it.

IN WITNESS WHEREOF, I sign there and set my official seal

James R. LaVigne
Notary Name:
My commission expires:



James R. LaVigne
Commission # CC 960919
Expires Sep. 24, 2004
Banded Title
Atlantic Bonding Co., Inc.

page attached Registered Agent

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR

COTON, LAVIGNE & ASSOCIATES, P.A.

FILED
01 OCT 15 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First that, COTON LAVIGNE & ASSOCIATES, P.A., qualified to do business under the laws of the State of Florida, with its principal office at 1958 Dr. Martin Luther King Jr., Boulevard, Tampa, Florida 33607, Hillsborough County, State of Florida has appointed Luis D. Coton at 1958 West Dr. Martin Luther King Jr. Boulevard, Tampa, Florida 33607, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

 *Luis D. Coton*, Registered Agent
Luis D. Coton