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LAW OFFICES  
**CLYATT & RICHARDSON**  
PROFESSIONAL ASSOCIATION  
1551 FORUM PLACE • SUITE 300-F  
WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR  
KEVIN F. RICHARDSON

TELEPHONE (561) 471-9600  
FACSIMILE (561) 471-9655  
E-MAIL: RKSHARKLAW@aol.com

October 17, 2001

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327 —  
Tallahassee, FL 32314

**SUBJECT: William E. Johnson, P.A.**

800004647878--2  
-10/22/01--01050--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the Articles of Incorporation for a Professional Service Incorporation and a check for \$78.75 (\$70.00 for filing fee and \$8.75 for a certified copy).

From: Kevin F. Richardson, Esq.  
1551 Forum Place, Ste. 300-F  
West Palm Beach, FL 33401  
561-471-9600

FILED  
01 OCT 22 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE: Please provide the original and one copy of the articles.**

Ps  
10/22/01

**ARTICLES OF INCORPORATION**

FILED  
01 OCT 22 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons competent and licensed to practice law in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**I**

**Name of Corporation, Principal Office and Mailing Address**

The name of this corporation shall be William E. Johnson, P.A. The principal office of this corporation shall be 477 South Rosemary Avenue, Suite 303, West Palm Beach, Florida, 33401. The mailing address of this corporation shall be the same.

**II**

**Purposes**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of law, and all fields of specializations, as are engaged in by attorneys.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **III Capital Stock**

a. The maximum number of shares of stock that the corporation is authorized to outstanding at any time shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### **IV Duration**

The corporation shall have perpetual existence.

### **V Registered Agent**

The address of this corporation's initial registered office is 1551 Forum Place, Suite 300-F, West Palm Beach, Florida, 33401, and the name of its initial registered agent at said address is Kevin F. Richardson.

### **VI Incorporator**

The name and address of the Incorporators are as follows: Kevin F. Richardson, Forum Place, Suite 300-F, West Palm Beach, Florida, 33401.

### **VII Board of Directors**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director of this corporation is: William E. Johnson, 477 South Rosemary Avenue, Suite 303, West Palm Beach, Florida, 33401.

### **VIII Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such

action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## **IX**

### **Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, 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 such 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.

## **X**

### **Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## **XI**

### **Indemnification**

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

## **XII**

### **By law Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 17<sup>th</sup> day of October, 2001.

  
Kevin F. Richardson Incorporator

Having been named as registered agent for the above stated corporation, I, Kevin F. Richardson, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes(1993)

KFR  
Registered Agent, Kevin F. Richardson

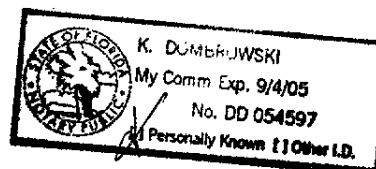
**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

BEFORE ME, the undersigned authority, personally appeared Kevin F. Richardson and who is well known to me (personally known) to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporators and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have herunto set my hand and seal at West Palm Beach, Florida in the said Count and State, this 17<sup>th</sup> day of October, 2001.

K. Dambrowski  
Notary Public, State of Florida  
(Notarial Seal)

My commission expires:



FILED  
01 OCT 22 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA