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PADEREWSKI, DANNHEISSER & SWEETING, P.A.

ALEXANDER G. PADEREWSKI
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ATTORNEYS AT LAW
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MICHAEL E. SWEETING
MARK T. FLAHERTY

October 19, 2001

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

500004657295--9
-10/29/01--01063--004
*****122.50 *****78.75

Re: RUSSELL H. YOUNG & ASSOCIATES, P.A.

Dear Sir:

Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

| | |
|----------------------------------|-----------------|
| Filing Articles of Incorporation | \$ 35.00 |
| Registered Agent Filing Fees | \$ 35.00 |
| Certified Copies of Articles | <u>\$ 52.50</u> |
| Total | \$122.50 |

I would appreciate your returning a certified copy to me.

Thank you for your cooperation.

Very truly yours,



ALEXANDER G. PADEREWSKI

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 29 AM 7:07

AGP/as
Enclosure

F. 04232001 OCT 30 2001

PERSONAL INJURY & WRONGFUL DEATH • WORKERS' COMPENSATION
FAMILY LAW • CRIMINAL LAW • GENERAL PRACTICE

ARTICLES OF INCORPORATION
OF
RUSSELL H. YOUNG & ASSOCIATES, P.A.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 29 AM 7:07

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the professional service corporation laws and other laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be RUSSELL H. YOUNG & ASSOCIATES, P.A.

ARTICLE II
NATURE OF BUSINESS

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

(a) To engage in every phase and aspect of rendering to the public the same professional services a duly licensed person under the laws of the State of Florida is authorized to render, but such professional service shall be rendered only through its officers, employees and agents who are duly licensed to practice law in the State of Florida.

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of professional services.

(c) To do anything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of

Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objects of the corporation.

The paragraphs of this Article shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V **TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VI **ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida, and its initial mailing address is 1834 Main Street, Sarasota, Florida.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have one director, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTORS

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Russell H. Young | 4304 Brandywine Drive Sarasota, Florida 34241 |

ARTICLE IX
TRANSFERABILITY OF SHARES

By stockholders' agreement or by-laws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by a retiring, disabled, or deceased stockholder, or any stockholder required to sever financial interests in the corporation. The stockholders of this corporation shall have the sole power to adopt, amend or repeal by-laws for the management of this corporation.

ARTICLE X
SHAREHOLDERS, LIMITATIONS

Only persons who are active members of the Florida Bar in good standing may be shareholders in this corporation. No shareholder may sell or otherwise transfer his

stock herein except to a person who is eligible to be a shareholder in this corporation. No shareholder shall enter into a voting trust agreement or any other agreement which vests in another person the authority to exercise the voting power of any or all of its stock.

ARTICLE XI **OFFICERS AND DIRECTORS, LIMITATIONS**

No persons shall serve as a director of this corporation except an active member of the Florida Bar in good standing. No person shall be elected or shall serve as an executive officer of this corporation except as a shareholder in this corporation.

ARTICLE XII **TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS**

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transactions authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE XIII
REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIV
SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Russell H. Young | 4304 Brandywine Drive Sarasota, Florida 34231 |

ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XVI
RESIDENT AGENT

In accordance with Section 6-7.034 and Section 48.091, Florida Statutes, this corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation as the City of Sarasota, County of Sarasota, State of Florida, has named Alexander G. Paderewski, 1834 Main Street, City

of Sarasota, State of Florida, as its agent to accept service of process within this state.




ALEXANDER G. PADEREWSKI

**STATE OF FLORIDA
COUNTY OF SARASOTA**

The foregoing instrument was verified before me this 22 day of October, by
ALEXANDER G. PADEREWSKI.



Laurie M. Thomas
Commission # CC 818175
Expires Apr. 16, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC
Laurie Thomas

Printed, Typed or Stamped Name of Notary

Personally known XXXX
or Produced identification _____
Type of identification produced _____

ACKNOWLEDGEMENT

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



ALEXANDER G. PADEREWSKI

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 29 AM 7:07