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FILED

Leighton G. Morse

Attorney & Counselor at Law

01 OCT 29 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 25, 2001

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

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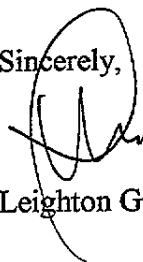
Re: Law Offices of Leighton G. Morse, P.A.

To Whom It May Concern:

Enclosed are an original and two (2) signed copies of the Articles of Incorporation and a check for \$87.50 (Filing Fee, Certified Copy and Certificate of Status) from:

Leighton G. Morse, P.A.  
415 Eaton Street  
Key West, FL 33040  
Tel. (305) 294-1110

Sincerely,



Leighton G. Morse

LGM:sa

Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**LAW OFFICES OF LEIGHTON G. MORSE, P.A.**

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**ARTICLE I. CORPORATE NAME.**

The name of this corporation is LAW OFFICES OF LEIGHTON G. MORSE, P.A.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are 415 Eaton Street, Key West, Monroe County, FL 33040.

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is: LEIGHTON G. MORSE, 415 Eaton Street, Key West, Monroe County, FL 33040.

**ARTICLE V. INCORPORATOR.**

The name and street address of the incorporator of these articles of incorporation is: LEIGHTON G. MORSE, 415 Eaton Street, Key West, Monroe County, FL 33040.

**ARTICLE VI. DURATION OF CORPORATION**

The duration of the corporation is perpetual.

## ARTICLE VII. PURPOSE

The purpose of the corporation is to practice law. The sole and exclusive professional service to be rendered by the corporation is the practice of law.

## ARTICLE VIII. SUBCHAPTER S LIMITATIONS

The aggregate number of shares which the corporation is authorized to issue is one hundred, and such shares shall be without par value. Such shares shall be of a single class, and all issued shares shall be held of record by not more than ten persons. Shares will be issued and transferred only to:

1. natural persons
2. estates, or
3. a trust described in 26 U.S.C. Section 1371 defining a qualified "small business corporation".

In addition, no shares shall be issued to or transferred to a nonresident alien.

## ARTICLE IX. CORPORATE MANAGEMENT

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed by and under the direction of, the shareholders.

## ARTICLE X. QUORUM FOR TRANSACTION OF BUSINESS

The presence at any stockholders meeting, in person or by proxy, of persons entitled to vote all the shares of the corporation then issued and outstanding, shall constitute a quorum for the transaction of business.

## ARTICLE XI. VOTING OF SHARES AND TRANSFERRABILITY

The affirmative vote of all of the outstanding shares of the corporation shall be the act of the shareholders. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares.

**ARTICLE XII RIGHTS AND POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

**ARTICLE XII ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Executed by the undersigned at Key West, Monroe County, Florida, on this 25<sup>TH</sup> day of October, 2001.

  
\_\_\_\_\_  
LEIGHTON G. MORSE, Registered Agent

\_\_\_\_\_  
LEIGHTON G. MORSE, Incorporator

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF MONROE    )

Sworn to and subscribed before me, the undersigned authority, by LEIGHTON G. MORSE, who is personally known to me, on this \_\_\_\_ day of October, 2001.

My Commission Expires:

\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida