

PD2000001894

Criminal Defense
Appellate Practice

BEN KAY
ATTORNEY & COUNSELLOR AT LAW

Personal Injury
Commercial Litigation

January 3, 2002

Florida Department of State
Division of Corporations
Attention: Tim Burch
PO Box 6327
Tallahassee, FL 32314

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-12/17/01--01021--008
*****70.00 *****70.00

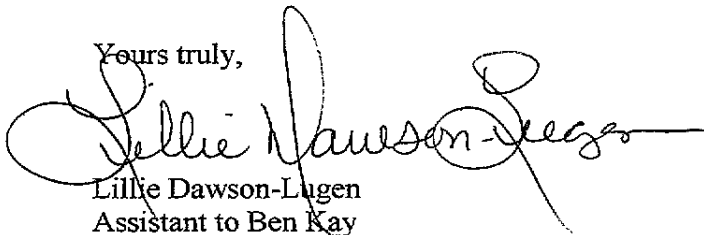
RE: Law Offices of Ben Kay, P.A.

Dear Mr. Burch:

Enclosed are the following items the original rejection letter that you requested be returned when submitting a new request, the new articles of incorporation for The Law Offices of Ben Kay, P.A.

Thank you for all your help and advice while we were selecting the name of the new corporation.

Yours truly,


Lillie Dawson-Lugen
Assistant to Ben Kay

Enclosure

FILED
02 JAN -7 PM 4:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

101-07-02
Sarasota Main Plaza • 1991 Main Street • Suite 112 • Sarasota, FL 34236
941-955-2201 • 941-388-0071 • Fax 941-955-1394 • benkayesq@home.com
Federal, State and Appellate Representative



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 18, 2001

LAW OFFICE OF VICTOR C. KRUMM, P.A.
1991 MAIN ST STE 112
SARASOTA, FL 34236

SUBJECT: BEN KAY, P.A.
Ref. Number: W01000028917

We have received your document for BEN KAY, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2002 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 601A00066287

FILED

**ARTICLES OF INCORPORATION
FOR**

02 JAN -7 PM 4:13

ARTICLE I. NAME

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of this corporation shall be The Law Offices of Ben Kay, P.A.

ARTICLE II. COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares are held Subject to Certain Transfer Restrictions Imposed by this Corporation's Articles of Incorporation, a Copy of which is on File at this Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time as provided in this corporation's by-laws but shall never be less than one.

The names and addresses of each person who shall serve as a member of the Initial Board of Directors are:

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any current or former officer, director, employee, or agent to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

The name and address of the individual or entity serving as the corporation's initial registered agent is Ben Kay, 1991 Main St., Ste. 112, Sarasota, FL 34236, and the principal office of this corporation shall be the address of the corporation's initial registered agent.

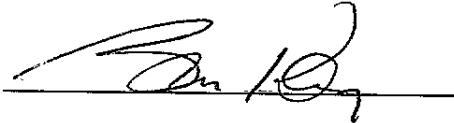
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is Ben Kay, 1991 Main St., Ste. 112, Sarasota, FL 34236.

ARTICLE XI. AMENDMENT

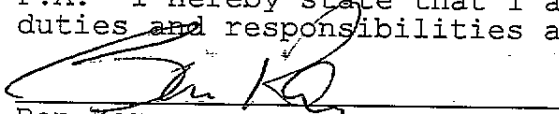
This corporation reserves the right to amend or repeal any provision or provisions of these Articles of Incorporation or any

amendments thereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Ben Kay--Incorporator


I hereby accept my designation as resident agent and agree to serve as the resident agent for The Law Offices of Ben Kay, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent therefor.


Ben Kay
Registered Agent

STATE OF FLORIDA

SARASOTA COUNTY

On January 2, 2002, Ben Kay, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or who produced a Florida driver's license as identification, personally appeared before me at the time of notarization and, after being given the oath, acknowledged signed these Articles of Incorporation.


Notary Public
for Florida