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FLORIDA PROFIT CORPORATION OR P.A.

Andrew L. Adler, P.A.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
ANDREW L. ADLER, P.A.**

ARTICLE I: NAME

The name of this Corporation is: ANDREW L. ADLER, P.A.

ARTICLE I.: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE II.: PURPOSE

This Corporation is organized for the purpose of operating as a law firm and providing other legal services.

ARTICLE III.: CAPITAL STOCK

This Corporation is authorized to issues 1000 shares of .01 par value common stock.

ARTICLE IV.: INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Corporation is: Andrew L. Adler, P.A. 501 S. Dakota Avenue, Suite 7, Tampa, Florida 33606.

ARTICLE V.: INITIAL REGISTERED OFFICE AND AGENT

The registered agent and office of the Corporation is: Andrew L. Adler, Esq., 501 S. Dakota Avenue, Suite 7, Tampa, Florida 33606.

ARTICLE VI.: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

NAME

ADDRESS

Andrew L. Adler

1405 Caladesi Drive
Wesley Chapel, FL 33543

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ARTICLE VII.: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew L. Adler	1405 Caladesi Drive Wesley Chapel, FL 33543

ARTICLE VIII.: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE IX.: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE X.: INDEMNIFICATION

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

ARTICLE XI.: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or

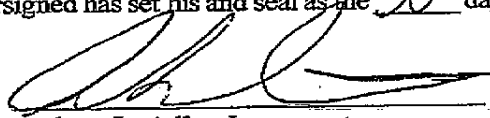
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change by action of the shareholders.

ARTICLE XII: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has set his hand and seal as the 30th day of January, 2002.



Andrew L. Adler, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 30th day of January 2002.



Andrew L. Adler
Registered Agent

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