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Law Offices  
**ROBERT SKEELS, ESQUIRE**  
Attorney & Counselor At Law

1821 3<sup>rd</sup> Street North  
Jacksonville Beach, Florida 32250

Telephone: (904) 249-4344  
Telefax: (904) 249-4335  
Email: eagle@counsellor.com  
ICQ: 5584900

FILED  
02 JAN 31 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 29, 2002

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: ROBERT A. SKEELS, P.A.

400004850614--7  
-01/31/02--01046--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

In connection with the incorporation of the above captioned company, you will please find enclosed herewith the Articles of Incorporation, in duplicate, together with the Registered Agent certificate designating the registered agent for service of process within the State of Florida.

You will also please find enclosed payment in the amount of \$78.75 to cover the following costs:

Filing Fee:	\$35.00
Certified Copy:	8.75
Registered Agent:	<u>35.00</u>
Total:	\$78.75

Please return the certified copy to my office after your acceptance of the enclosed documents for filing. If you have any questions, do not hesitate to contact me.

Sincerely yours,

*Robert Skeels*  
Robert Skeels

Enclosures: Articles of Incorporation (Original and 1 Copy)  
Registered Agent certificate (Original)  
Payment - \$78.75

*DB 2/6*

**ARTICLES OF INCORPORATION**  
**OF**  
**ROBERT A. SKEELS, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, all of whom are duly licensed to practice law in the State of Florida, or otherwise qualified, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is **ROBERT A. SKEELS, P.A.**

Article II - Registered Office And Agent

The location and address of the corporation's initial registered office and principal address in Florida is 1821 3<sup>rd</sup> Street North, Jacksonville Beach, Duval County, Florida 32250. The initial registered agent at the registered office is Robert A. Skeels. The board of directors may from time to time move the office to any other location within the State of Florida.

Article III - Purpose

The purpose for which the corporation is organized shall be to engage in the practice of law within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

Article IV - Duration

This corporation shall have perpetual existence.

Article V - Professional Services

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of law practice.

#### Article VI - Incorporator

The name and street address of the subscriber of these Articles is:

ROBERT A. SKEELS  
1821 3<sup>RD</sup> Street North  
Jacksonville Beach, Florida 32250

#### Article VII - Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

#### Article VIII - Initial Directors

The names and street addresses of the members of the first board of directors of the corporation are:

ROBERT A. SKEELS  
1821 3<sup>RD</sup> Street North  
Jacksonville Beach, Florida 32250

#### Article IX - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two thousand five hundred (2,500) shares of common stock having a par value of \$1.00 per share.

#### Article X - Stated Capital

The amount of capital with which this corporation will begin business will not be less than five hundred (\$500.00) dollars.

#### Article XI - Reservations & Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

## Article XII - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be amended from time to time by either the stockholders or the directors.

## Article XIII - Restrictions on Transfer of Stock

The stockholders may, by bylaw provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## Article XIV - Director Conflicts of Interest

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve, or ratify such contract or transaction by a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or if the transaction is fair. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

## Article XV - Director Compensation

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

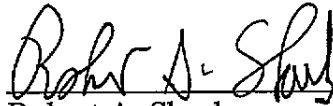
Article XVI - Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article XVII - No Preemptive Rights

No shareholder of this corporation shall have any preemptive or preferential rights to subscribe to the purchase of any shares of stock of this corporation.

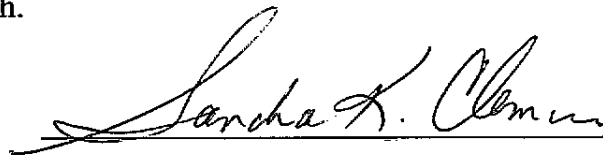
IN WITNESS WHEREOF, the Incorporator and Subscriber has executed these Articles on January 29, 2002.



Robert A. Skeels  
Incorporator and Subscriber

STATE OF FLORIDA     )  
COUNTY OF DUVAL    ) ss.

The foregoing instrument was acknowledged before me on January 29<sup>th</sup>, 2002 by ROBERT A. SKEELS who is personally known to me or produced her current Florida Drivers License as identification and who did take an oath.



Notary Public, State Of Florida  
WITNESS the Expiration Date Of My  
Commission:



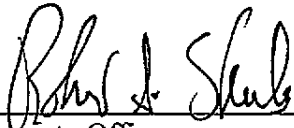
Sandra K. Clemons  
MY COMMISSION # DD007107 EXPIRES  
April 17, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

## REGISTERED AGENT CERTIFICATE

**ROBERT A. SKEELS, P.A.**, a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Robert A. Skeels, located at 1821 3<sup>rd</sup> Street North, Jacksonville Beach, Florida 32250, as its agent to accept service of process within this state.

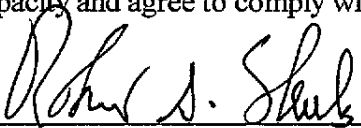
<b>OFFICERS:</b>	President	ROBERT A. SKEELS 1821 3 <sup>rd</sup> Street North Jacksonville Beach, Florida 32250
	Vice President	VACANT
	Secretary	ROBERT A. SKEELS 1821 3 <sup>rd</sup> Street North Jacksonville Beach, Florida 32250
	Treasurer	ROBERT A. SKEELS 1821 3 <sup>rd</sup> Street North Jacksonville Beach, Florida 32250

<b>DIRECTORS:</b>	ROBERT A. SKEELS 1821 3 <sup>rd</sup> Street North Jacksonville Beach, Florida 32250
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By:   
Corporate Officer

## ACKNOWLEDGEMENT:

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

  
Registered Agent

**FILED**  
02 JAN 31 PM 12:02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA