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MICHAEL R. PINTER, P.A.
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 28, 2002

Secretary of State of Florida
Division of Corporations
409 East Games Street
Post Office Box 6327
Tallahassee, FL 32314

Re: James S. Bendza, P.A.

Dear Sir:

Please find enclosed Articles of Incorporation of JAMES S. BENDZA, P.A., together with a check written by JAMES S. BENDZA, in representation of James S. Bendza, the sole incorporator, for \$ 78.75, which should cover the filing fees.

I have enclosed a self-addressed, stamped envelope for you to return the certified articles.

Please process accordingly.

Thank you.

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Very truly yours;

James S. Bendza
For the firm

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ARTICLES OF INCORPORATION

OF

JAMES S. BENDZA, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is JAMES S. BENDZA, P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The following purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.

2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this corporation.

3. The services of this Corporation, which consist of the practice of law, shall be carried out only through officers, employees and agents who are active members of law in good standing and licensed in Florida to render the service of law.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the rules of the Florida Bar or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$.01 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 4328 Corporate Square, Suite C, Naples, Florida, 34104, and the name of its initial registered agent is Michael R. Pinter, whose address is 4328 Corporate Square, Suite C, Naples, Florida, 34104. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is an active member of the Florida Bar in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows: James S. Bendza, 4328 Corporate Square, Suite C, Naples, Florida, 34104, and no others.

ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows: James S. Bendza, 18 Newbury Place, Naples, Florida, 34104-7801, and no others.

ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the

Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida law. Should any director, officer, or shareholder become legally disqualified to render such professional services within Florida, or accept employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act.

ARTICLE XI. BYLAWS

The Bylaws of the corporation are to be made, altered, or rescinded by the approval of the Directors of the corporation, together with the approval of the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XII. SECTION 1244 STOCK

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIII. PREEMPTIVE RIGHTS GRANTED

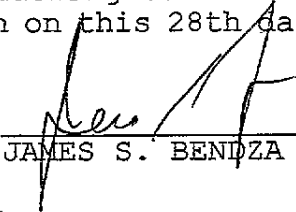
Each shareholder of any stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIV. RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of stock in this corporation shall not dispose of the stock of the corporation while he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation not elect to purchase any or all

such shares.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 28th day of February, 2002.



JAMES S. BENDZA

STATE OF FLORIDA -
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 28th day of February, 2002, by JAMES S. BENDZA, who is personally known to me or who has produced n/a as identification and who did take an oath.



Notary Public

(Seal)




CERTIFICATES DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

First -- That JAMES S. BENDZA, P.A., a new Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Naples, County of Collier, State of Florida, has named MICHAEL R. PINTER, with offices located at Michael R. Pinter, P.A., 4328 Corporate Square, Suite C, 34104, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


MICHAEL R. PINTER
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA