

P02000036533

Donald W. Duncan, P.A.

Attorney and Counselor at Law

21 Old Kings Road North, B110
Palm Coast, Florida 32137
(386) 445-0500
Fax: (386) 445-7600

Mailing Address:
P.O. Box 352411
Palm Coast, Florida
32135-2411

March 22, 2002

900005176849--8
-03/29/02--01044--007
*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: J. STEPHEN CRUZ, P.A.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and the original of the Designation of Registered Agent concerning the above referenced corporation, together with our check in the sum of \$70.00 representing your filing fee. If all is in order, kindly file the Articles and return a copy of same to me.

If you have any questions, please do not hesitate to call.

Very truly yours,


Donald W. Duncan

DWD:dd
Encl.

FILED
02 MAR 29 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 4/14

ARTICLES OF INCORPORATION
OF
J. STEPHEN CRUZ, P.A.

FILED
02 MAR 29 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED natural person, who is licensed and a Certified Architect the State of Florida hereby expresses the intention of forming a PROFESSIONAL CORPORATION in accordance with the Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation is J. Stephen Cruz, P.A.

ARTICLE II. DURATION

The period of the Corporation's duration shall be perpetual or until dissolved on a vote of Shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the Corporation is to furnish Commercial, Internal and Residential Architecture Services to public and private clients.

ARTICLE IV. CAPITAL STOCK

The total number of shares of Capital Stock which the Corporation shall be authorized to issue is 10,000 shares. Such shares shall be of a single class of Common Stock and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the Corporation will have at the beginning is not less than One Thousand dollars (\$1,000.00).

ARTICLE VI. PRINCIPAL OFFICE

The address of the Corporation's principal office is 4-A Market Place Court, Palm Coast, FL 32137. The name of the initial Registered Agent and office for the corporation shall be Donald W. Duncan, P.A., 21 Old Kings Road North, B-110, Palm Coast, FL 32137, to accept service of process within this state as to this Corporation.

ARTICLE VII. CORPORATE POWERS

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

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
KAREN CRUZ	4-A Market Place Court Palm Coast, FL 32137

ARTICLE IX. DIRECTORS

The Corporation is to be managed by a Board of Directors. The number of Directors constituting the Board of Directors is two, the name and address of the initial Directors are:

<u>Name</u>	<u>Address</u>
J. STEPHEN CRUZ	4-A Market Place Court Palm Coast, FL 32137

The initial Directors shall hold office until their successors are elected and qualify as provided in the By-Laws. Thereafter, the term of each Director shall be for one year and until the election and qualification of a successor. The number of Directors set forth herein and constituting the initial Board of Directors shall be the authorized number of Directors until such number is changed by a By-Law duly adopted by the Shareholders.

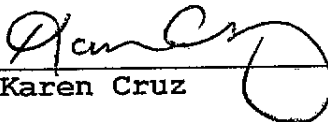
ARTICLE X. BY-LAWS

The initial Directors shall submit the proposed By-Laws to the Shareholders at a meeting to be held for that purpose no more than fifteen (15) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the Shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such By-Laws.

ARTICLE XI. DISSOLUTION

The Corporation may be dissolved at any time (1) by a unanimous written consent of the shareholders; or (2) on the affirmative vote of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders pro rata, each Shareholder to participate in the distribution in direct proportion to the number of shares held by the Shareholder.

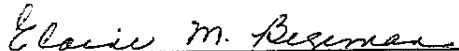
IN WITNESS WHEREOF, I, the undersigned Incorporator of this Corporation, have executed these Articles of Incorporation at Palm Coast, Florida on March 14, 2002.

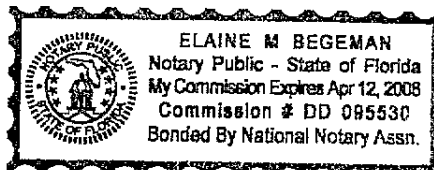

Karen Cruz

STATE OF FLORIDA:
COUNTY OF FLAGLER:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KAREN CRUZ, to me and known by me to be the person described as Incorporator or who furnished Driver's License as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 25 day of March, 2002.

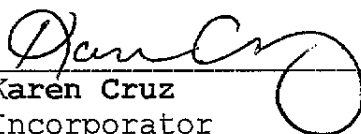

Notary Public, State of Florida
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:


THAT J. STEPHEN CRUZ, P.A. DESIRING TO QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT 4-A MARKET PLACE COURT, PALM COAST, FLORIDA 32137, HAS NAMED
DONALD W. DUNCAN, P.A., LOCATED AT 21 OLD KINGS ROAD NORTH, B-110,
PALM COAST, STATE OF FLORIDA, 32137 AS ITS REGISTERED AGENT AND
OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Karen Cruz
Incorporator
DATE: March 25, 2002

FILED
02 MAR 29 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DONALD W. DUNCAN, P.A.

By 
Donald W. Duncan
Registered Agent

DATE: March 25, 2002