

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

Account Name : O'HAIRE, QUINN, CANDLER, CHARTERED
Account Number : 073077002560
Phone : (561)231-6900
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FLORIDA PROFIT CORPORATION OR P.A.**Merrill and Pastor, Architects, P.A.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION
OF
MERRILL AND PASTOR, ARCHITECTS, P.A.

Pursuant to the Florida Business Corporation Act the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, the undersigned, being duly licensed to practice Architecture under the laws of the state of Florida and acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

Article I
Name

The name of the Corporation is Merrill And Pastor, Architects, P.A.

Article II
Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

Article III
Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$.01 par value common voting stock. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice architecture in the State of Florida.

Section B. Restrictions on Disposition of Stock. The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the Corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the Corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice architecture in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws adopted by the shareholders.

Article IV
Registered Agent And Office

The address of the initial Registered Office of the Corporation is 9300 North A-1-A, Suite 201, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is Scott Merrill.

Richard B. Candler
Florida Bar No. 0510040
3111 Cardinal Drive
Vero Beach, FL 32963

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Article V
Principal Office

The address of the principal office of the Corporation is 9300 North A-1-A, Suite 201, Vero Beach, Florida 32963.

Article VI
Incorporator

The name and address of the Incorporator is:

Scott Merrill
9300 North A-1-A, Suite 201
Vero Beach, Florida 32963

The Incorporator is a natural person over the age of twenty-one years.

Article VII
Purpose And Power

The Corporation shall be formed for the purpose of engaging in the general practice of architecture, including to furnish or supply by contract architectural services requiring application of the science, art, or profession of planning sites and of planning or designing buildings or architectural structures and their related facilities by and under the direct supervision of certificated architects and other licensed personnel; to do consultation, investigation, evaluation, planning, design, preparation of instruments of service such as drawings and specifications; and to supervise construction insofar as customarily performed by architects.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

Article VIII
Directors

The number of Directors constituting the initial Board of Directors is three. The names and addresses of the persons, who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

Name and Address

Scott Merrill
9300 North A-1-A, Suite 201
Vero Beach, Florida 32963

George Pastor
9300 North A-1-A, Suite 201
Vero Beach, Florida 32963

David T. Colgan
867 Greenwood Ave., Suite B
Atlanta, Georgia 30306

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

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Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

Article IX
Amendment Of Articles Of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated July 23, 2002.




Scott Merrill
Incorporator

Acceptance

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated July 23, 2002.



Scott Merrill, Registered Agent

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