

LAW OFFICES  
**SPICER, ROMAGUERA, BAKER & DAWSON, P.A.**  
PROFESSIONAL ASSOCIATION

18889 S.E. WINDWARD ISLAND WAY  
JUPITER, FLORIDA 33458  
TELEPHONE: (561) 745-9189

David W. Spicer  
Certified Mediator

August 22, 2002

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-08/26/02--01092--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: Articles of Incorporation for  
Spicer, Romaguera, Baker & Dawson, P.A.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity, along with a check in the amount of \$78.75 representing payment for the filing fee and a certified copy of the Articles of Incorporation. Please file the Articles of Incorporation and return the certified copy to the undersigned in the self-addressed, stamped envelope enclosed.

Thank you for your assistance in this matter and, should have any questions, please do not hesitate to contact me.

Sincerely,

DAVID W. SPICER

DWS/mbc  
Enclosure

FILED  
02 AUG 26 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SPICER, ROMAGUERA, BAKER & DAWSON, P.A.**

**FILED**  
02 AUG 26 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, Florida Statutes Chapter 621, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the professional service corporation shall be Spicer, Romaguera, Baker & Dawson, P.A., located at 18889 S.E. Windward Island Way, Jupiter, Florida 33458.

**ARTICLE II - PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE III - TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

## **ARTICLE V - REGISTERED AGENT OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 18889 S.E. Windward Island Way, Jupiter, Florida 33458. The name of the initial registered agent is David W. Spicer, Esq.

## **ARTICLE VI - BOARD OF DIRECTORS**

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of four (4) members. The names and addresses of the members of the first Board of Directors is:

David W. Spicer, Esq.	- President	18889 S.E. Windward Island Way Jupiter, Florida 33458
Raul Romaguera, Esq.	- Vice President	18889 S.E. Windward Island Way Jupiter, Florida 33458
Steven E. Baker, Esq.	- Secretary	18889 S.E. Windward Island Way Jupiter, Florida 33458
Denise L. Dawson, Esq.	- Treasurer	18889 S.E. Windward Island Way Jupiter, Florida 33458

## **ARTICLE VII - SUBSCRIBERS**

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

David W. Spicer, Esq.	18889 S.E. Windward Island Way Jupiter, Florida 33458
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## **ARTICLE VIII - RESTRAINT ON ALIENATION OF SHARES**

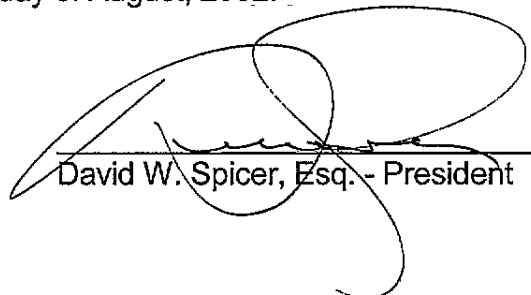
The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service 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 professional service 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 any such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service 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 law in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws by the shareholders.

#### **ARTICLE IX - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

**IN WITNESS WHEREOF** the undersigned subscriber has executed these Articles of Incorporation on the 23 day of August, 2002.

  
\_\_\_\_\_  
David W. Spicer, Esq. - President

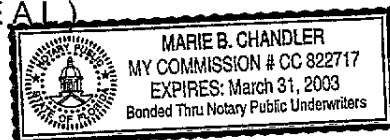
STATE OF FLORIDA  
COUNTY OF PALM BEACH

**BEFORE ME** the undersigned authority on this the 23 day of August, 2002, personally appeared David W. Spicer, Esq., who is personally known to me, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

**WITNESS** my hand and official seal in the County and State aforesaid, the year and date last written.

  
\_\_\_\_\_  
Marie B. Chandler

Notary Public State of Florida  
(SEAL)



**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

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

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

FIRST - - SPICER, ROMAGUERA, BAKER & DAWSON, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN JUPITER, FLORIDA, HAS NAMED DAVID W. SPICER, ESQ. RESIDENT AGENT, LOCATED AT 18889 S.E. WINDWARD ISLAND WAY, JUPITER, FLORIDA 33458, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

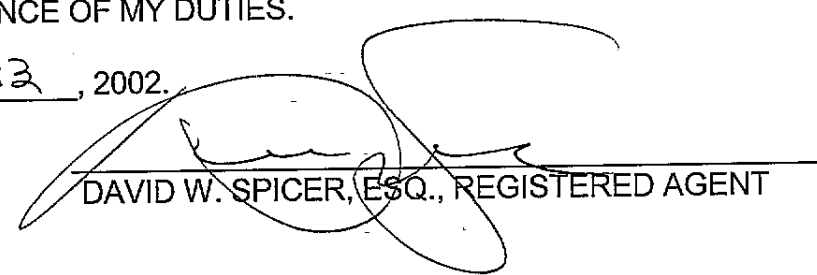
DATED AUGUST 23, 2002.

  
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DAVID W. SPICER, ESQ., PRESIDENT

**ACCEPTANCE OF REGISTERED AGENT**

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

DATED AUGUST 23, 2002.

  
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DAVID W. SPICER, ESQ., REGISTERED AGENT

**FILED**  
02 AUG 26 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA