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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAY 14 PM 3:00

W04-17695

CORLESS & ASSOCIATES, PLC  
A LEGAL SOLUTIONS COMPANY  
1904 West Cass Street  
Tampa, Florida 33606

Theodore Corless, Esq.  
Aaron Alfano, Esq.  
Mary Catherine Lamoureux, Esq.  
John M. Sommers, Esq., LLM

Telephone: (813) 258-4998  
Facsimile: (813) 258-4988

April 30, 2004

Department of State  
Division of Corporations  
Corporate Filings  
409 East Gaines Street  
Tallahassee, Fl. 32399

RE: Corless Stayton & Associates, P.A.  
Articles of Organization/Original Appointment of Agent

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Organization for Corless Stayton & Associates, P.A., a new Florida corporation. Also enclosed you will find my check in the amount of \$78.50, which pays the filing fee of \$35.00, the Registered Agent fee of \$35.00, and the Certified Copy fee of \$8.75.

Please file and provide a certified "filed" copy to me, together with any information you commonly provide to new corporations. Thank you for your assistance in this matter and please call with any questions or concerns.

Best regards.

Very truly yours,



Ted A. Corless

TAC:cg

cc: Brian Stayton, Esq. (w/o enclosures)



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 7, 2004

TED A CORLESS  
1904 WEST CASS STREET  
TAMPA, FL 33606

SUBJECT: CORLESS STAYTON & ASSOCIATES, P.A.  
Ref. Number: W04000017695

We have received your document for CORLESS STAYTON & ASSOCIATES, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 304A00031598

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
CORLESS STAYTON & ASSOCIATES, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAY 14 PM 3:00

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

**ARTICLE I**

**Name**

The name of the Corporation is Corless Stayton & Associates, P.A. The Corporation shall conduct itself primarily as a law firm, providing legal and risk management services. The Corporation shall also conduct itself as a lawful corporation conducting other business activities as those ordinarily performed by such entities.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 1904 West Cass Street, Tampa, Florida 33606.

**ARTICLE III**

**Shares**

The Corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 1904 West Cass Street, Tampa, Florida 33606, and the name of the Corporation's initial registered agent at that address is Theodore A. Corless, Esq.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator is Theodore A. Corless, Esq., 1904 West Cass Street, Tampa, Florida 33606.

**ARTICLE VI**  
**Initial Director**

The corporation initially shall have two (2) directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Theodore A. Corless	14191 Fennsbury Drive Tampa, Florida 33624
Brian F. Stayton	451 Lucerne Tampa, Florida 33606

**ARTICLE VII**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 17<sup>th</sup> day of May, 2004

  
Name: Theodore A. Corless, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 11<sup>th</sup> day of May, 2004



Name: Theodore A. Corless, Registered Agent

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