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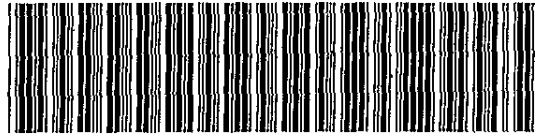
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04 NOV 12 PM 3:53

**FOSTER AND FOSTER**  
*Attorneys and Counselors at Law*

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November 1, 2004

Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Organization of:  
Joseph H. Graves, P. A.

Greetings:

Enclosed are the following:

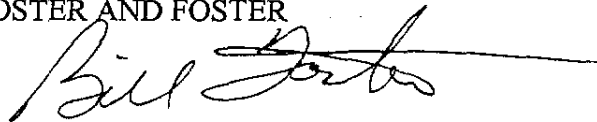
1. Original Articles of Organization of the above named proposed organization.
2. Check for \$80.00 for the filing fees, registered agent fee, and one photo copy of Articles.

Please file these Articles of Organization, and upon approval of the Articles, kindly obtain one photo copy, and return the same to us.

Thank you for your assistance in this matter.

Very truly yours,

FOSTER AND FOSTER



D. William Foster

DWF/wh  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
JOSEPH H. GRAVES, P.A.**

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DIVISION OF CORPORATIONS  
04 NOV 12 PM 3:53

The undersigned, who is licensed to practice law in the State of Florida, hereby adopts these Articles of Incorporation for the purpose of forming a professional corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a professional service corporation.

**ARTICLE I - INDEX**

|              |   |                                      |
|--------------|---|--------------------------------------|
| ARTICLE I    | - | INDEX                                |
| ARTICLE II   | - | NAME                                 |
| ARTICLE III  | - | DURATION                             |
| ARTICLE IV   | - | PURPOSE                              |
| ARTICLE V    | - | CAPITAL STOCK                        |
| ARTICLE VI   | - | PRINCIPAL OFFICE OF CORPORATION      |
| ARTICLE VII  | - | INITIAL REGISTERED OFFICE AND AGENT  |
| ARTICLE VIII | - | INCORPORATOR AND INITIAL STOCKHOLDER |
| ARTICLE IX   | - | INITIAL BOARD OF DIRECTORS           |
| ARTICLE X    | - | DISSOLUTION                          |
| ARTICLE XI   | - | BY-LAWS                              |
| ARTICLE XII  | - | AMENDMENTS                           |

**ARTICLE II. NAME**

The name of the corporation shall be:

**JOSEPH H. GRAVES, P.A.**

**ARTICLE III. DURATION**

The corporation shall have perpetual existence.

**ARTICLE IV. PURPOSE**

This corporation is organized for the following purposes:

A. To engage in the practice of law as a professional corporation and to own and operate an office for the purposes of providing legal advise and services to the public.

B. To promote the legal profession, and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional legal services.

C. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to provide legal services in the State of Florida.

**ARTICLE V. CAPITAL STOCK**

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

**ARTICLE VI. PRINCIPAL OFFICE OF CORPORATION**

The principal office and mailing address for the Corporation shall be 4531 Seventh Place Southwest, Vero Beach, Florida 32968.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 555 Fourth Street North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is DAVID W. FOSTER.

**ARTICLE VIII. INCORPORATOR AND INITIAL STOCKHOLDER**

The name and address of the incorporator and initial stockholder of this corporation is:

JOSEPH H. GRAVES  
4531 Seventh Place Southwest  
Vero Beach, Florida 32968

**ARTICLE IX. INITIAL BOARD OF DIRECTORS**

This corporation is to be managed by a Board of Directors, and shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the stockholders. The name and address of the initial director of this corporation is:

JOSEPH H. GRAVES  
4531 Seventh Place Southwest  
Vero Beach, Florida 32968

Said director shall hold office until successors are duly elected by the stockholders.

**ARTICLE X. DISSOLUTION**

The Corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. 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.

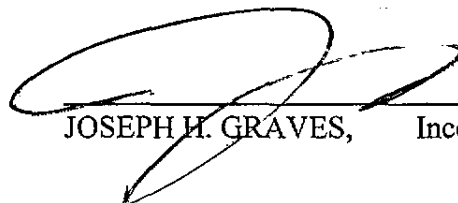
**ARTICLE XI. BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders, and following the adoption of said By-Laws, all internal affairs of the corporation are to be regulated and managed in accordance with the by-laws.

**ARTICLE XII. AMENDMENTS**

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of September, 2004.

  
JOSEPH H. GRAVES, Incorporator

(SEAL)  
NOV 12 PM 3:53  
F H ED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ACCEPTANCE BY REGISTERED AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 10 day of September, 2004.

  
DAVID W. FOSTER, REGISTERED AGENT (SEAL)

**JOSEPH H. GRAVES, P.A.**  
**Articles of Incorporation**

**Page Five**

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **JOSEPH H. GRAVES**, who is personally known to me and known to me to be the person described in and who executed the foregoing **ARTICLES OF INCORPORATION**, as the **Incorporator**, and **DAVID W. FOSTER**, as the **Registered Agent** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that **they** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of **September, 2004**.

Notary Public: (Signature)  
Name: (Print)  
My Notary Stamp or Seal:  
My Commission Expires:  
My Commission Number:

