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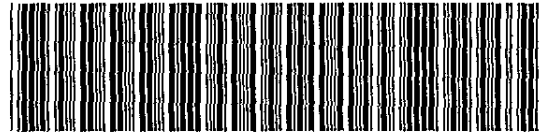
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 12/23

VANCE, LOTANE & BOOKHARDT, P.A.

ATTORNEYS AT LAW  
1980 Michigan Avenue  
Cocoa, Florida 32922

L. Alexander Vance  
Troy R. Lotane  
Samuel Bookhardt, III  
Brett A. Hyde  
Michael R. Cook  
Eric L. Hostetter

Telephone: (321) 636-4861  
Facsimile: (321) 636-4865

December 21, 2004

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

RE: SAMUEL BOOKHARDT III, P.A.

Dear Sirs:

Enclosed herewith please find the Articles of Incorporation on the above captioned corporation, Samuel Bookhardt III, P.A., for filing with your office along with a duplicate copy for certification and our check in the amount of \$122.50 to cover the following:

Filing Fees.....	\$ 35.00
Certified copy of Articles.....	52.50
Registered Agent Designation.....	<u>35.00</u>
	\$122.50

We would appreciate it if you would return a certified copy of the Articles to this office. Thank you for your assistance in this matter. If you have any further questions, please do not hesitate to contact me.

Yours very truly,

*Samuel Bookhardt*

SAMUEL BOOKHARDT III

SB/cam  
Enclosures

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**SAMUEL BOOKHARDT III, P.A.**

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, and an attorney at law duly licensed to render services as much under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under Chapter 621 and Chapter 607 of the Florida Statutes.

**ARTICLE I**

The name of this corporation shall be: SAMUEL BOOKHARDT III, P.A.

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be and is as follows:

To conduct, carry on, operate and engage in the business of rendering the same professional services to the public that an individual duly licensed attorney under the laws of the State of Florida to practice law is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

To invest the funds of this corporation in real estate, mortgages stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes. As provided in Section 607.004 of the Florida Statutes, the state corporate capital of this corporation shall be the sum of the par value of all shares issued and not canceled, plus all amounts transferred to stated capital by stock, dividends, or otherwise, less all legal reductions. Any consideration received by the corporation for par value shares in excess of par shall be considered capital surplus and shall not form a part of the stated capital of the corporation.

### ARTICLE IV

The amount of capital with which this corporation shall begin business will be not less than Five hundred Dollars (\$500.00).

### ARTICLE V

This corporation is to have perpetual existence, and shall commence existence on the date of subscription, December 21<sup>st</sup> 2004, as is authorized by Florida Statute 607.167.

### ARTICLE VI

The principal office of this corporation shall be 1980 Michigan Avenue, Cocoa, Florida 32922 or some other location as determined by the board of Directors. The Board of Directors may from time to time move the principal office to any other address in Florida.

### ARTICLE VII

The initial registered agent of this corporation shall be Samuel Bookhardt III, Esquire, and the registered office shall be 1980 Michigan Avenue, Cocoa, Florida 32922.

### ARTICLE VIII

The number of Directors shall be not less than one (1) but no more than five (5).

### ARTICLE IX

The name and post office address of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and

the first year of the corporation's existence, or until their successors are elected and have qualified are:

NAME AND ADDRESS	OFFICE
Samuel Bookhardt III 1980 Michigan Avenue Cocoa, FL 32922	Director, President, Vice President, Secretary and Treasurer

#### ARTICLE X

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares he agrees to take, are as follows, to wit:

NAME AND ADDRESS	SHARES
Samuel Bookhardt III 1980 Michigan Avenue Cocoa, FL 32922	100

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

#### ARTICLE XI

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE XII

A. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with and financial interest in the corporation.

B. Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services in the practice of law under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a stockholder of this corporation.

C. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and the corporation,

an agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the agreement must be filed with the Secretary of the Corporation and made a part of the records of the corporation.

### **ARTICLE XIII**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove, stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest of cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribed to any new issues of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plans.

### **ARTICLE XIV**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

### **ARTICLE XV**

The corporation shall indemnify any officer or director, or any former officer or direction, to the full extent permitted by law.

### **ARTICLE XVI**

The corporation may, in its By-Laws, confer powers upon its Board of Directors or its officers or both in addition to the foregoing and in addition to the powers authorized and expressly conferred by statutes.

**ARTICLE XVII**

The Directors of this corporation may take action by written consent of all the Directors as provided by law without a formal meeting. The stockholders of this corporation may take action by written consent of all the stockholders of the corporation as provided by law without a formal meeting.

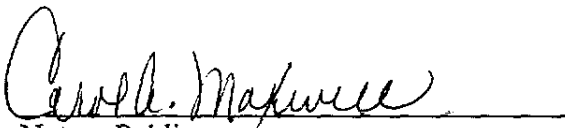
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of December, 2004.

  
SAMUEL BOOKHARDT III

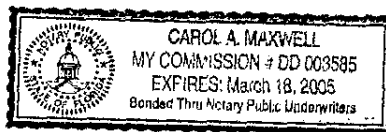
STATE OF FLORIDA )  
COUNTY OF BREVARD )

The foregoing Articles of Incorporation were acknowledged before me this 21 day of December, 2004, by SAMUEL BOOKHARDT III.

(SEAL)

  
Notary Public  
State of Florida at Large

My Commission Expires:



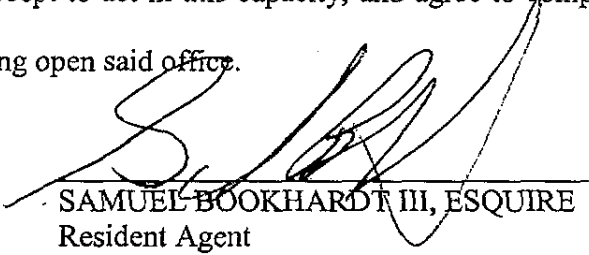
**DECLARATION OF DOMICILE FOR THE SERVICE OF PROCESS**  
**WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON**  
**WHO PROCESS MAY BE SERVED**

In pursuant of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with this Act:

**FIRST:** That SAMUEL BOOKHARDT III, P.A., desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1980 Michigan Avenue, Cocoa, Florida 32922 has named SAMUEL BOOKHARDT III, Esquire, whose address is 1980 Michigan Avenue, Cocoa, Florida 32922 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
SAMUEL BOOKHARDT III, ESQUIRE  
Resident Agent

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 DEC 23 PM 12:24