

POS000154690

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

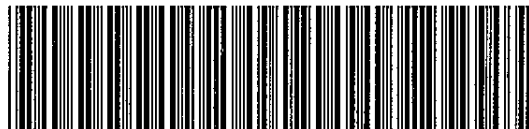
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600061394596

11/15/05--01067--002 **78.75

FILED
05 NOV 22 AM 8:03
SOLICITOR OF STATE
TALLAHASSEE FLORIDA

CB 11-23

PIPER, LUDIN, HOWIE & WERNER, P.A.

ATTORNEYS AT LAW

5720 CENTRAL AVENUE • ST. PETERSBURG • FLORIDA • 33707

BRUCE G. HOWIE*
ERIC E. LUDIN
JULIAN M. PIPER
SIDNEY WERNER

November 8, 2005

Tel: (727) 344 - 1111
Fax: (727) 344 - 1117

E-mail: law@gte.net
Web site:
<http://www.piperludin.com>

* Board Certified Criminal Trial Lawyer

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: TUCKER & LUDIN, P.A.

To Whom It May Concern:

Enclosed please find an original/copy of the Articles of Incorporation for the above-referenced entity. My check in the amount of \$78.75 (filing fee, registered agent designation fee, certified copy of the Articles) is enclosed. Please file the Articles and return a certified copy to my office at your earliest convenience.

Thank you in advance for your time and attention to this matter.

Very truly yours,



ERIC E. LUDIN

EEL:jeh
Enclosures as stated

cc: John V. Tucker, Esq.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 16, 2005

ERIC E. LUDIN, ESQ.
5720 CENTRAL AVE
ST PETERSBURG, FL 33707

SUBJECT: FOR PROFESSIONAL CORPORATION
Ref. Number: W05000051341

We have received your document for FOR PROFESSIONAL CORPORATION 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

If you have any further questions concerning your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
NEW FILINGS

Letter Number: 105A00067906

FILED

05 NOV 22 AM 8:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TUCKER & LUDIN, P.A.

The undersigned, all of whom are competent and licensed to practice law in the State of Florida, acting as incorporators for the purpose of forming a professional service corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act and Chapter 621, Florida Professional Service Corporation Act, do hereby adopt the the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this professional corporation shall be:

TUCKER & LUDIN, P.A.

ARTICLE II - PURPOSE

The general nature and purpose of the business to be transacted, promoted, and carried on by the corporation are as follows:

A. To engage in every aspect of the practice of law and all its fields of specializations, as are engaged in by lawyers licensed to practice law in the State of Florida.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to tender the same professional services as this corporation.

C. To invest its funds in any type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purpose herein set forth and anything incidental thereto which is not forbidden under the laws of the State of Florida.

F. To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

G. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

H. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any

proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

I. To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

J. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on corporations by the laws of the State of Florida.

K. To invest the funds of the Corporation in real properties, mortgages, bonds, or other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

L. To establish and carry out any of the following: pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

M. To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

N. To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation Act as presently enacted and as may be amended or superseded by any other statute.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV - REGISTERED OFFICE

The street address of the Corporation's initial registered office is 10696 Bardes Court, Largo, Florida 33777. The initial registered agent at the registered office is ERIC E. LUDIN.

ARTICLE V - PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is Post Office Box 23500, St. Petersburg, Florida 33742-3500.

ARTICLE VI - PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no officer, employee, or agent shall enter in any contract, written or verbal, for professional services with any patient. This provision shall not be applicable to the extent it conflicts with the law or the professional rules of medicine.

ARTICLE VII - INCORPORATORS

The name and address of the each incorporator is:

<u>Name</u>	<u>Address</u>
John V. Tucker	Post Office Box 23500 St. Petersburg, FL 33742-3500
Eric E. Ludin	Post Office Box 23500 St. Petersburg, FL 33742-3500

ARTICLE VIII - CAPITAL STOCK

A. The maximum number of shares that the Corporation is authorized to have outstanding is 1,000 shares. Par value is One dollar (\$1.00).

B. Shares of the corporation's stock and certificates shall be issued only to lawyers in good standing and duly licensed or

otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

C. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE IX - INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent, in writing, setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE X - BOARD OF DIRECTORS

The corporation shall have an initial board of directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one. The name and address of the initial director(s) of this corporation are as follows:

<u>Name</u>	<u>Address</u>
John V. Tucker	Post Office Box 23500 St. Petersburg, FL 33742-3500
Eric E. Ludin	Post Office Box 23500 St. Petersburg, FL 33742-3500

ARTICLE XI - INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent, in writing, to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Professional Service Corporation Act.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV
BY-LAW AMENDMENT

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a professional service corporation.

ARTICLE XV
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE XVI - DEATH OF A SHAREHOLDER


Upon the death of a shareholder, the deceased shareholder stock shall be subject to purchase by the corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for by the By-Laws of this corporation, or by written agreement between the corporation and its shareholders, or by written agreement among the shareholders, in a manner consistent with law and these articles.

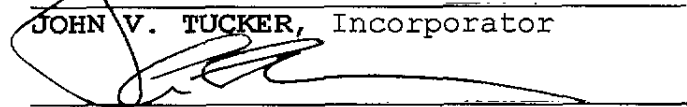
ARTICLE XVII
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations upon his/her continued rendering of such professional services, he/she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly,

in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase the shareholder's shares and pay him/her all amounts owing and lawfully due to him/her by the corporation, except that such share shall not be entitled to dividends.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on the 8th day of November, 2005.



JOHN V. TUCKER, Incorporator


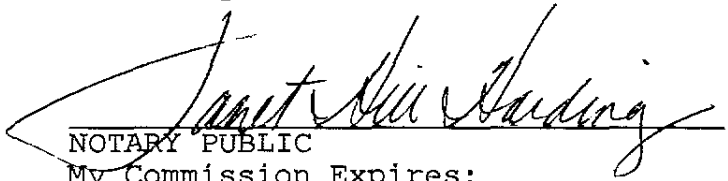
ERIC E. LUDIN, Incorporator

STATE OF FLORIDA)
 :
COUNTY OF PINELLAS)

BEFORE ME, the the undersigned officer, personally appeared JOHN V. TUCKER and ERIC E. LUDIN, both known to me to be the persons whose names are subscribed to this document, and who acknowledged that they executed the document for the purposes contained within it.

SIGNED, SEALED AND DELIVERED on this the 8th day of November, 2005, in the aforesaid County and State.





NOTARY PUBLIC
My Commission Expires:

FILED

05 NOV 22 AM 8:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept process for the above-stated corporation at the place designated above, 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 relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1994).

REGISTERED AGENT:



ERIC E. LUDIN, ESQ.
Florida Bar Number 351393