

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Joseph Scott & Associates, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOSEPH SCOTT & ASSOCIATES, INC.

ARTICLE I

NAME

The name of the corporation is Joseph Scott & Associates, Inc., a Florida corporation (the "Corporation").

ARTICLE II

ADDRESS

The principle and mailing address of the Corporation shall be One North Dale Mabry, Suite 601, Tampa, Florida 33609.

ARTICLE III

DURATION

This Corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Florida Secretary of State.

ARTICLE IV

PURPOSE

The Corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$0.01) par value common stock.

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ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is: Jeannie A. Liebegott, Esq., 8695 College Parkway, Suite 115, Fort Myers, Florida 33919.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Jeannie A. Liebegott, Esq., of Villanueva, Bajandas & Liebegott, LLP, 1000 Brickell Avenue, Suite 1020, Miami, Florida 33131.

ARTICLE VIII

POWERS

The Corporation shall have all the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IX

INITIAL DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The initial directors of this corporation shall be Scott Bonora.

ARTICLE X

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act ("FBCA"), or (iv) for any transaction from which such director derives any improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of the director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Articles X shall adversely affect any right of or protection afforded to

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the director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE XI

INDEMINIFICATION

The Corporation shall be indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in affect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XII

PREEMPTIVE RIGHTS

Holders of the shares of common stock of the Corporation shall be entitled as of right to subscribe for purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue and any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 15th day of May, 2006.


Jeannie A. Liebegott, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been names as registered agent and to accept service of process for the above-reference corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

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IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 15th day of May, 2006.



Jeannie A. Liebegott, Esq.

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