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Collins, Brown, Caldwell,  
Barkett & Garavaglia

CHARTERED

ATTORNEYS AT LAW

756 BEACHLAND BOULEVARD

VERO BEACH, FLORIDA 32963

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WILLIAM W. CALDWELL

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STEVEN L. HENDERSON, OF COUNSEL\*

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\*BOARD CERTIFIED IN REAL ESTATE

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\*\*\*MASTER OF LAWS IN REAL PROPERTY DEVELOPMENT

<sup>Δ</sup>BOARD CERTIFIED IN WILLS, TRUSTS, AND ESTATES

<sup>Δ</sup>ALSO ADMITTED IN DC AND SC

<sup>Δ</sup>ALSO ADMITTED IN AR

December 18, 2006

**Via Certified Mail - Return Receipt Requested**

Corporate Records Bureau  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: J. Leonard Fleet, P.A.

Dear Sir/Madam:

Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, together with your Certificate of Status, to the undersigned at your earliest convenience.

I am also enclosing our check in the amount of \$78.75 covering the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	8.75

Thank you for your consideration in this matter.

Very truly yours,

  
Jean Roop, Legal Assistant to  
Michael J. Garavaglia

:jgr  
Enclosures

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## **ARTICLES OF INCORPORATION**

### **FOR**

**J. LEONARD FLEET, P.A.**  
**Attorney at Law**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Professional Corporation for profit under Chapter 607 and 621 of the Florida Statutes.

### **ARTICLE 1 - NAME**

The name of the Professional Corporation is **J. Leonard Fleet, P.A., Attorney at Law.**

### **ARTICLE 2 - PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 625 Thirty-second Avenue, S.W., Vero Beach, FL 32968.  
The mailing address is one in the same as the principal place of business.

### **ARTICLE 3 - PURPOSE OF PROFESSIONAL CORPORATION**

The Professional Corporation shall engage in the practice of law and any and all activities and services associated with the legal profession permitted in the State of Florida and the United States.

### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of the Professional Corporation is:

J. Leonard Fleet  
625 Thirty-second Avenue, S.W.  
Vero Beach, FL 32968.

Florida Bar #0025337

## ARTICLE 5 - OFFICERS

The initial President of the Professional Corporation shall be J. Leonard Fleet, who is a licensed attorney in the State of Florida, in good standing. The initial Secretary/Treasurer shall be J. Leonard Fleet, 625 Thirty-second Avenue, S.W., Vero Beach, FL 32968.

## ARTICLE 6 - CAPITALIZATION

- 6.1 The maximum number of shares of stock permissible at any time for the Professional Corporation is ONE THOUSAND (1,000). The shares shall be common stock, each having a par value of ONE DOLLAR (\$1.00).
- 6.2 No holder of stock of any class shall have any preemptive right to subscribe to, or purchase, any additional shares of any class or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.
- 6.3 The Board of Directors may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.
- 6.4 Stock may only be issued to a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render legal services.
- 6.5 The Professional Corporation shall have the right of first refusal in any sale of stock.

## ARTICLE 7 - SUB-CHAPTER "S" CORPORATION

The Professional Corporation may elect to be an "S" Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 7.1 The shareholders of the Professional Corporation may elect and, if elected, shall continue such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Professional Corporation unanimously agree otherwise in writing.
- 7.2 After the Professional Corporation has elected to be an S Corporation, none of the shareholders, without the written consent of the other shareholders, shall take any actions, or make any transfer or other disposition of the Shareholders' shares of stock in the Professional Corporation, which will result in the termination or revocation of such election

to an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 7.3 Upon the election of the S Corporation Status, each share of stock issued by the Professional Corporation shall contain the following legend:

**“The shares of stock represented by this certificate cannot be transferred if such a transfer would void the election of the Professional Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”**

#### ARTICLE 8 - POWERS OF PROFESSIONAL CORPORATION

The Professional Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 9 - TERMS OF EXISTENCE

The Professional Corporation shall have perpetual existence.

#### ARTICLE 10 - TITLE

The Professional Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered in the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Professional Corporation shall have notice thereof.

#### ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the Registered Office and Registered Agent of the Professional Corporation is J. Leonard Fleet, Attorney at Law, 625 Thirty-second Avenue, S.W., Vero Beach, FL 32968.

#### ARTICLE 12 - BY-LAWS

The Board of Directors of the Professional Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Professional Corporation.

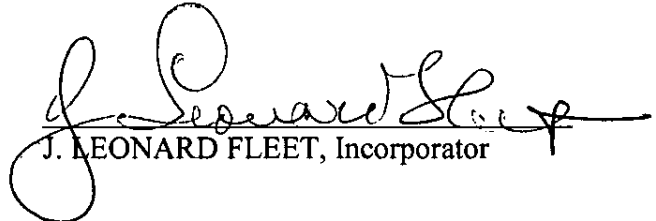
ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Professional Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to the Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by provisions of any applicable Statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation, or any amendment hereto, are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto sent my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15<sup>th</sup> day of December, 2006.

  
J. LEONARD FLEET, Incorporator

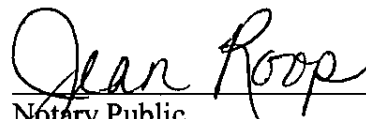
STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public in and for the State of Florida, duly qualified and acting as an officer aforesaid to take acknowledgments, personally appeared, J. LEONARD FLEET who [ ] who is personally known to me, or [X] who has produced his Florida driver's license as identification, and who executed the foregoing Articles of Incorporation of J. LEONARD FLEET, P.A., Attorney at Law, and he acknowledged that he executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Vero Beach, Florida, this 15<sup>th</sup> day of December, 2006.

[Notary Seal]



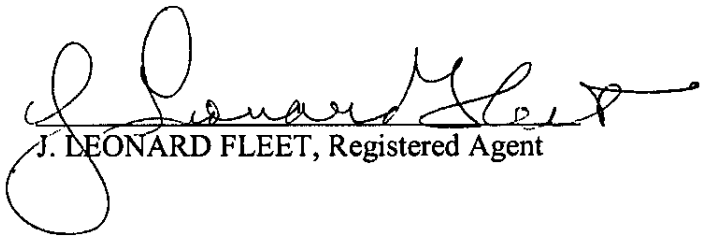
  
Notary Public  
Commission Number: \_\_\_\_\_  
Commission Expiration: \_\_\_\_\_

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE  
ARTICLES OF INCORPORATION

J. LEONARD FLEET, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Florida Statute 607.0505.



J. LEONARD FLEET, Registered Agent