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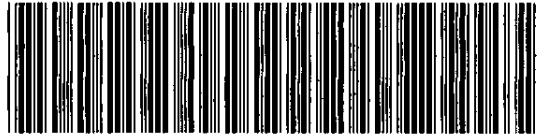
(Business Entity Name)

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AND  
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08 DEC 18 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DAVID ROBERT ELLIS, P.A.

*Attorney and Counselor at Law*

275 N. Clearwater-Largo Rd. • Largo, Florida 33770

tel (727) 518-6544 • fax (727) 518-9743 • email dellispa@tampabay.rr.com

www.davidellispa.com

December 16, 2008

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

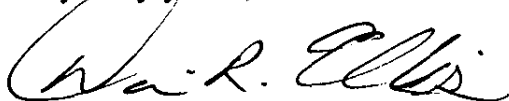
RE: Articles of Incorporation for Ellis & Jacoby, P.A.

Gentlemen

Enclosed are the (a) executed and notarized original Articles of Incorporation for subject named professional association; (b) a true copy of the subject named document; (c) Affidavit of Resident Agent; and (d) check for \$78.75 as payment for the filing fees as follows: \$35.00 for the Articles of Incorporation; \$35.00 for designation of resident agent; \$8.75 for a certified copy of such articles.

If these documents are in order, please proceed to have them filed with the Division of Corporations and return a certified copy of the aforesaid Articles of Incorporation to my office.

Very truly yours,



David R. Ellis

DRE:tas  
Enclosures

APPROVED  
AND  
FILED

08 DEC 18 PM 3:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**ELLIS & JACOBY, P.A.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to practice law and duly licensed to render such services in the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, Florida Statutes 621.01 et.seq., and other laws of the State of Florida.

**ARTICLE I.- NAME**

The name of this corporation is ELLIS & JACOBY, P.A.

**ARTICLE II.-NATURE OF BUSINESS**

The general nature of the business to be rendered by this corporation is: the practice of law. To engage in every phase and aspect of the business of rendering the same professional services to the public that any and all attorneys, duly licensed under the laws of State of Florida are authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed and/or authorized under the laws of the State of Florida to operate in the practice of law therein.

To invest the funds of the 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 purposes or the attaining of any of the objects or the furtherance of any 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 lawful pursuit necessary or incidental to the accomplishment of the purposes or attainment of objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the 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- CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

### **ARTICLE IV.- INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

### **ARTICLE V.-TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI.-ADDRESS**

The initial address of the principal office of this corporation is: 275 North Clearwater-Largo Road, Largo, Florida 33770.

#### **ARTICLE VII.- REGISTERED AGENT**

The initial registered agent of this corporation is David R. Ellis, Esquire, and the registered office is located at 275 North Clearwater-Largo Road, Largo, Florida 33770.

#### **ARTICLE VIII.- DIRECTORS**

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders, but shall never be less than one (1).

#### **ARTICLE IX.- INITIAL DIRECTOR**

The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
David R. Ellis	275 N. Clearwater-Largo Road, Largo, Florida 33770
David H. Jacoby	2111 Dairy Road, Melbourne, Florida 32904

#### **ARTICLE X.- SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation, who is an attorney at law, duly licensed under the laws of the State of Florida to render legal services as such and the number of shares of stock he agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
David R. Ellis	275 N. Clearwater-Largo Road Largo, Florida 33770	100
David H. Jacoby	2111 Dairy Road Melbourne, Florida 32904	100

Said subscribers allege and certify that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

#### **ARTICLE XI- AMENDMENT**

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 the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote 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 reservation.

#### **ARTICLE XII- LIMITATIONS ON CORPORATE STOCK**

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice hereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

### **ARTICLE XIII.- VOTING TRUSTS**

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

### **ARTICLE XIV.- AMENDMENT- NATURE OF BUSINESS**

In the event the ownership of shares of the corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of The Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all the Shareholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes except that the corporation shall not conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition provided all of the Directors and all of the Shareholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation herein set forth be made, and the said written statement is filed in the office of the Secretary of State in accordance with the provisions of Chapter 607 of the Florida Statutes.

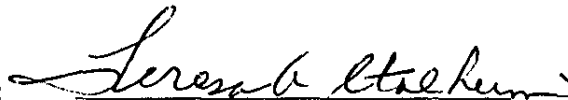
IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of  
Incorporation, this 16<sup>th</sup> day of December, 2008.



DAVID R. ELLIS, Subscriber

STATE OF FLORIDA  
COUNTY OF PINELLAS

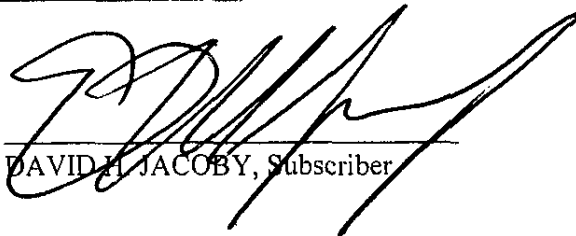
I hereby certify that on this day, before me, a Notary Public duly authorized in the state  
and county named above to take acknowledgements, personally appeared DAVID R.  
ELLIS, to me known to be the person described as the subscriber and registered agent in  
and who executed the foregoing Articles of Incorporation, acknowledged before me that  
he subscribed to these Articles of Incorporation.



NOTARY PUBLIC

My commission Expires:

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of  
Incorporation, this 11<sup>th</sup> day of December, 2008.



DAVID H. JACOBY, Subscriber

STATE OF FLORIDA  
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state  
and county named above to take acknowledgements, personally appeared DAVID H.



JACOBY, to me known to be the person described as the subscriber and registered agent in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation.



  
NOTARY PUBLIC  
My commission Expires:

AFFIDAVIT OF RESIDENT AGENT

I, the undersigned DAVID ROBERT ELLIS, a citizen of the State of Florida, whose office address is 275 N Clearwater-Largo Road, Largo, Florida 33770, accepts the appointment as Resident Agent for ELLIS & JACOBY, P.A. and authorizes the use of the aforesaid address as the resident agent's address for service of process and other purposes.


I am familiar with the duties imposed on me by Florida Statute 607.0505 as resident agent and accept such obligations.

Dated this 16<sup>th</sup> day of December, 2008.

  
DAVID ROBERT ELLIS

State of Florida  
County of Pinellas

Sworn to and subscribed before me this 16 day of December, 2008, by DAVID ROBERT ELLIS, who is personally known to me and who did take an oath.

  
Notary Public  
My Commission Expires:



APPROVED  
AND  
FILED  
08 DEC 18 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA