

Cheryl L. Denaburg

ATTORNEY AT LAW

307 E NEW HAVEN AVE., SUITE 2  
MELBOURNE, FLORIDA 32901

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FILED

05 JAN -3 AM 9:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

JAN 1 1995

P95000000411

December 29, 1994

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-01/03/95--01115--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Divisions of Corporation  
Department of State, RM 2002  
Capital Building  
Tallahassee, FL 32301

Dear Secretary:

Enclosed please find the original plus one copy of the Articles of Incorporation for Cheryl L. Denaburg, P.A., together with Check # 1340 in the amount of \$78.75 for the filing fee and Certificate of Status. Also enclosed please find a self addressed envelope for your convenience in returning a time stamped copy to me.

Your cooperation in this matter is greatly appreciated.

Respectfully,

*Cheryl L. Denaburg*  
Cheryl L. Denaburg

CLD/jc

Enclosures as stated.

JAN 4 1995 BSB  
*Cheryl Denaburg* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Article 2111C*  
DATE 1/4/95  
NO. EXAM 12313

ARTICLE OF INCORPORATION  
OF  
CHERYL L. DENABURG, P.A.

FILED  
95 JAN -3 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these Articles of Incorporation natural person competent to contract, and attorney at law duly licensed to render services as such under the laws of the State of Florida, hereby present these Articles of the formation of a corporation under The Professional Service Corporation Act, and other laws of the State of Florida.

EFFECTIVE DATE  
JAN 1 1995

**ARTICLE I.** Name. The name of the corporation is Cheryl L. Denaburg, P.A.

**ARTICLE II.** Nature of Business. The general nature of the business to be transacted by the corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed under the laws of the State of Florida 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.

(b) To do everything necessary and proper in accomplishing 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.

It is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the activity or business of the Corporation otherwise permitted by law.

**ARTICLE III.** Capital Stock. The maximum number of shares of stock the Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$1 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

**ARTICLE IV.** Term of Existence. The Corporate existence shall commence January 1, 1995 and the Corporation shall have perpetual existence.

**ARTICLE V.** Initial Registered Office and Agent. And Principle Office Address. The street address of the initial registered office of the Corporation is 307 E. New Haven Avenue, Suite 2, Melbourne, Florida 32901, and the name of the initial registered agent at such address is Cheryl L. Denaburg.

The name and street address of the initial Director of the Corporation is:

CHERYL L. DENABURG                      432 Sparrow Drive  
Satellite Beach, FL 32937

**ARTICLE VI.** Incorporators. The name and address of the Incorporator, an attorney at law, duly licensed to practice law in the State of Florida is:

CHERYL L. DENABURG                      432 Sparrow Drive  
Satellite Beach, FL 32937

**ARTICLE VII.** 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 VIII.** 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 IX.** Voting Trusts. No shareholder of the 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 X.** Restraint or alienation of shares.

(a) The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the stockholders of the Corporation, any regulation or restriction on provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provision shall not affect the rights of

third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

(b) No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting especially called for such purpose.

(c) If any office, shareholder, agent or employee becomes legally disqualified to practice law in the State of Florida, or be elected to a public office, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, such person shall sever all employment with financial interest in the corporation.

**ARTICLE XI.** Additional corporate powers. In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes herein above stated, the Corporation shall have all the following powers:

To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation for the purpose of conducting any business which this corporation has the direct or incidental authority to pursue.

(b) 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, (6) a medical expense reimbursement

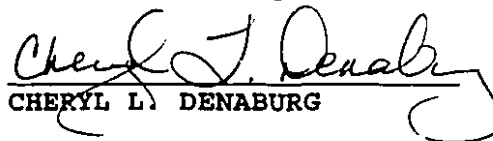
plan, (7) a health insurance, accident insurance, and or/life insurance plan, (8) a wage continuation plan, or (9) other retirement or incentive compensation plan.

**ARTICLE XIII. Amendment.** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all shareholders 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 XIII. Bylaw Amendment.** The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE XIV. Indemnification.** The corporation shall indemnify any officer or director to the full extent permitted by law.

**IN WITNESS WHEREOF,** the undersigned have made and subscribed of these Articles of Incorporation this <sup>30<sup>th</sup></sup> day of December, 1994.

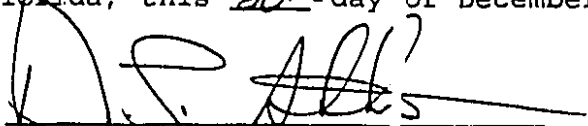
  
CHERYL L. DENABURG

STATE OF FLORIDA  
COUNTY OF BREVARD

**BEFORE ME,** the undersigned authority, personally appeared, CHERYL L. DENABURG, to me well known to be the person described in and who subscribed the foregoing Articles of Incorporation, and she

did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth. *(personally known to me)*

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Melbourne, Florida, this *30th* day of December, 1994.



NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:

DENNIS L. ABRAHAM

Notary Public, State of Florida  
My Commission Expires May 29, 1995  
Bonded Through Troy Fair - Insurance Inc.

SEAL

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Cheryl L. Denaburg, P.A. with registered office at 307 E. New Haven Avenue, Suite 2, Melbourne, Florida 32901, hereby consents to and accepts said designation.

*Cheryl L. Denaburg* 12/30/94  
CHERYL L. DENABURG