

Dennis L. Abraham
ATTORNEY AT LAW

COCOA
846 N. COCOA BLVD
COCOA, FLORIDA 32922
TEL (407) 636-9944
FAX (407) 984-7019

MELBOURNE
307 E. NEW HAVEN AVE. SUITE 2
MELBOURNE, FLORIDA 32901
TEL (407) 725-5902
FAX (407) 984-7019

P95000000416

EFFECTIVE DATE
JAN 1 1995

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

800001367968
-01/03/95--01/15--003
*****78.75 *****78.75

Dear Secretary:

Enclosed please find the original plus one copy of the Articles of Incorporation for Dennis L. Abraham, P.A. with Check #3107 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,

Dennis L. Abraham
Dennis L. Abraham

DLA/jc

Enclosures as stated.

JAN 4 1995 BSB

Cheryl Denaburg GAVE
AUTHORIZATION BY PHONE TO
CORRECT *PRINCIPLE OF INC*
DATE *1/4/95*
DOC. EXAM *BSB*

FILED
JAN - 7 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

DENNIS L. ABRAHAM, P.A.

FILED
95 JAN -3 AM 9:19
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 Dennis L. Abraham, 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. T h e
 And Principle Office Address.
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 Dennis
L. Abraham.

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

DENNIS L. ABRAHAM

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:

DENNIS L. ABRAHAM

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 XII. 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 ^{3rd}~~22~~ day of December, 1994.

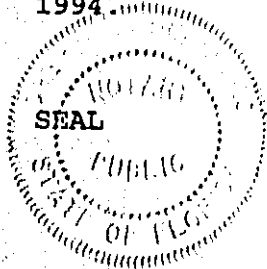

DENNIS L. ABRAHAM

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared, DENNIS L. ABRAHAM, to me well known to be the person described in and who subscribed the foregoing Articles of Incorporation, and he

did freely and voluntarily acknowledge before me according to law that he 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.



Cheryl L. Denabu
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



CHERYL L. DENABU
MY COMMISSION # CC280127 EXPIRES
February 16, 1997
BONDED THRU THY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

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

Dennis L. Abraham
DENNIS L. ABRAHAM