

P95000006277

GROCK, LOFTIS & ABRAMSON

Attorneys at Law

A Partnership including Professional Associations

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SUZAN A. ABRAMSON, P.A.

Corporate, Securities,
and Franchise Law

December 19, 1994

CERTIFIED MAIL Z 024 209 272
RETURN RECEIPT REQUESTED

Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

700001386707
-01/23/95--01053--001
*****70.00 *****70.00

Re: Madeliene C. Abing, P.A.

Dear Sirs:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Incorporation. Also enclosed is a check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date stamp the enclosed duplicate copy and return it to us in the stamped, self-addressed envelope provided.

If you have any questions regarding the enclosed, please contact the undersigned.

Very Truly Yours,

SUZAN A. ABRAMSON, P.A.

By: 

Suzan A. Abramson

SAA/lg
Enclosures
analight:fileltr

cc: Ms Madeline C. Abing

ARTICLES OF INCORPORATION
OF
MADELIENE C. ABLING, P.A.

The undersigned, acting as incorporator of MADELIENE C. ABLING, P.A., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

MADELIENE C. ABLING, P.A.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation is 227 N. Magnolia Ave., Suite 200, Orlando, Florida 32801

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSES

This corporation shall be a Professional Service Corporation, and the general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

- (a) To engage in every aspect in the practice of law and all fields of specializations as are engaged in by lawyers.
- (b) To engage and render the professional services involved only through its officers, agents, and employees who shall be lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- (d) To engage in no other business other than the rendition of the professional services specified herein.

(c) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 227 N. Magnolia Ave., Suite 200, Orlando, Florida 32801, and the agent designated to accept service at that address is Madeliene C. Abling.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Madeliene C. Abling	227 N. Magnolia Ave. Suite 200 Orlando, FL 32801

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Madeliene C. Abling	227 N. Magnolia Ave. Suite 200 Orlando, FL 32801

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins

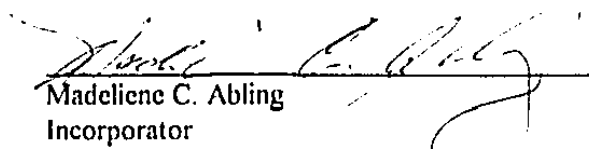
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and the shareholders, except that (i) the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that these bylaws are not subject to amendment or repeal by the directors; and (ii) any amendment shall be in compliance with the laws of the State of Florida governing Professional Service Corporations.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of December, 1994.



Madeliene C. Abling
Incorporator


**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Madeliene C. Abling, P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 227 N. Magnolia Ave., Suite 200, City of Orlando, County of Orange, State of Florida 32801, has named Madeliene C. Abling as its agent to accept service of process within this state at such address.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



MADELIENE C. ABLING
Registered Agent

P9500006277



Corporate, Securities and Franchise Law

June 15, 1995

VIA CERTIFIED MAIL
RETURN RECEIPT NO.: Z 240 082 834

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
95 JUN 20 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FL
700001 18697
-06/21/95--01013--002
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation of
Madellene C. Abling, P.A.

Dear Sir or Madam:

Enclosed for filing is an original copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced corporation. Also enclosed is a duplicate copy of the same to be date stamped and returned to us. A stamped, self-addressed envelope has been provided for your convenience.

In addition, enclosed is our firm's check in the amount of \$35.00 to cover the filing fee.

If you have any questions regarding this filing, please do not hesitate to contact the undersigned.

Very Truly Yours,

SUZAN A. ABRAMSON, P.A.

By: 

Suzan A. Abramson

SAA/tp

Enclosures

cc: Madellene C. Abling

saa/forms/madartam

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
MADELIENE C. ABLING, P.A.**

Madeliene C. Abling, P.A., a Florida professional service corporation, hereby amends its Articles of Incorporation as follows:

1. Article I of the Articles of Incorporation is deleted in its entirety and is amended to read as follows:

ARTICLE I. NAME

The name of this corporation is:

ABLING & CHAPMAN, P.A.

2. The foregoing Amendment was adopted on June 12, 1995, by unanimous written consent of the corporation's Board of Directors pursuant to Section 607.0821 of the Florida Statutes and was unanimously approved by the shareholders of the corporation by written consent pursuant to Section 607.0704 of the Florida Statutes. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders.

3. Except as modified hereby, the Articles of Incorporation of the corporation shall remain in full force and effect.

Dated this 12 day of June, 1995.

MADELIENE C. ABLING, P.A.

By: 

Madeliene C. Abling, President

FILED
95 JUN 20 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA