

P95000010836
ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

DWIGHT L. ROGERS (1908-1954)
JOHN E. MORRIS (1908-1954)
JOHN E. MORRIS, JR. (1920-1988)
DWIGHT L. ROGERS, JR.
ROBERT E. ZIEGLER
J. PATRICK DYAL
ROMNEY C. ROGERS
WILLIAM C. DAVELL
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February 2, 1995

CORPORATE RECORDS BUREAU

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: Incorporation of KEVIN B. DENNIS, P.A.

Dear Sir or Madame:

Enclosed you will find an original and a copy of the executed Articles of Incorporation for **KEVIN B. DENNIS, P.A.** Further enclosed is our client's check payable to the Secretary of State in the amount of \$122.50 to cover the filing fee and registered agent designation, and to cover the cost of a certified copy of these Articles. A self-addressed, stamped envelope is enclosed for your convenience in returning the certified copy of the Articles after filing same.

Thank you for your prompt attention to this matter.

Very truly yours,


Mark F. Booth
ROGERS, MORRIS & ZIEGLER

MFB/cab
enc.

cc: Kevin B. Dennis

FILED
95 FEB -6 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/9/95
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KEVIN B. DENNIS, P.A.

ARTICLES OF INCORPORATION FOR A PROFESSIONAL CORPORATION

(F.S. §607.0202 AND CHAPTER 621)

The undersigned natural person, competent and licensed to practice law in the State of Florida as an attorney, acting hereby as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Article I - Name

The name of this corporation is:

KEVIN B. DENNIS, P.A.

Article II - Purposes

The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by lawyers.

Article III - Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock at One (\$1.00) Dollar per share par value.

b. Consideration to be paid for each share shall be payable in lawful money, property, labor or services.

c. Shares of the corporation stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized to practice law in the State of Florida.

Article IV - Duration

The corporation shall have perpetual existence.

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55 FEB - 6 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V - Principal Office

The street address of the initial principal office of the corporation is as follows:

110 Southeast 6th Street, Suite 1650, Fort Lauderdale, Florida 33301.

Article VI - Initial Registered Office and Agent

The street address of the initial registered agent of this corporation is 110 Southeast 6th Street, Suite 1650, Fort Lauderdale, Florida, 33301; and the name of the initial registered agent of this corporation at that address is **KEVIN B. DENNIS**.

Article VII - Incorporator

The name and address of the Incorporator is as follows:

KEVIN B. DENNIS

110 Southeast 6th Street

Suite 1650

Fort Lauderdale, Florida 33301

Article VIII - Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions taken shall be signed by all of the shareholders entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

Article IX - Severance and Termination of Employment

If any officer, director, stockholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares at the book value per share price and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

Article X - 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 the consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized as a meeting of the Board of Directors.

Article XI - Board of Directors

The corporation shall have Board of Directors consisting of one (1) person. director initially. The number of directors may be either increased or diminished from time to time by resolution of the majority of the stockholders but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

KEVIN B. DENNIS President/Director
110 Southeast 6th Street
Suite 1650
Fort Lauderdale, Florida 33301

Article XII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII - By Law Amendment

The power to adopt, alter, amend or appeal the By Laws of this corporation shall be vested in the board of directors and stockholders provided that such amendment be in compliance with the laws governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of February, A.D. 1995.


KEVIN B. DENNIS, Subscriber

STATE OF FLORIDA

SS.:

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **KEVIN B. DENNIS**, who is personally known to me or who presented _____ as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 2 day of FEBRUARY, A.D. 1995.

Christie A. Becker

Print Name: CHRISTIE A-BECKER

Notary Public-State of Florida

Commission No. _____
My Commission Expires: _____



CHRISTIE A BECKER
My Commission CC370801
Expires May. 24, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **KEVIN B. DENNIS, P.A.**, which is contained in the foregoing Articles of Incorporation dated this 2 day of FEBRUARY, 1995.


KEVIN B. DENNIS

FILED
95 FEB - 6 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA