

Law Offices of PHILLIP R. WASSERMAN

For the Firm.

Phillip R. Wasserman, Esquire

Michael S. Schwartzberg, Esquire

Richard Kriseman, Esquire

William T. Witt, Esquire • (Also licensed to practice in Oklahoma)

Mark T. Rubright, Legal Asst.

Jonathan S. Silverman, Legal Asst.



(813) 535-2288
(800) 858-4LAW
FAX: (813) 532-4747

March 8, 1995

March 8, 1995

P95000020198

Secretary of State
Divisions of Corporations

Secretary of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Re: Articles of Incorporation of
Law Offices of Phillip R. Wasserman, Chartered

Gentlemen:

Enclosed please find an original and copy of the above Articles of Incorporation along with my check in the amount of \$122.50.

Would you please return a certified copy in the enclosed, stamped envelope.

Thank you.

Sincerely,

Phillip R. Wasserman, Esquire

FILED
APR -9 PM 2:40
SECRET

CLEARWATER

CLEARWATER
4625 East Bay Drive, Suite 210, Clearwater, FL 34624

ORLANDO

Maitland Executive Center, 1515 South Orlando Avenue, Maitland, FL 32751

ARTICLES OF INCORPORATION OF
LAW OFFICES OF PHILLIP R. WASSERMAN, CHARTERED

FILED

05 MAR -9 PM 2:40

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is LAW OFFICES OF PHILLIP R. WASSERMAN, CHARTERED.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 4625 East Bay Drive, Suite 210, City of Clearwater, County of Pinellas, State of Florida 34624. The name of the initial registered agent of the corporation, located at that office, is PHILLIP R. WASSERMAN, ESQ.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law Corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation

The professional service of the corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1,000 shares. These shares shall be of a single class of common stock, and shall have a value of \$.01 per share.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$1,000.00.

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is PHILLIP R. WASSERMAN, ESQ., 4625 East Bay Drive, Suite 210, Clearwater, Florida 34624.

ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and addresses of the initial directors is: PHILLIP R. WASSERMAN, ESQ., 4625 East Bay Drive, Suite 210, Clearwater, Florida 34624.

The initial director shall hold office until his successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI

DISSOLUTION

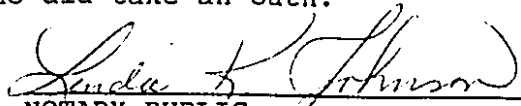
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least three-fourths of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

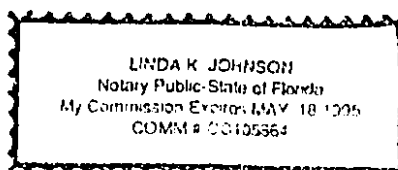
The undersigned incorporator of this corporation has executed these articles of incorporation at 4625 East Bay Drive, Suite 210, Clearwater, Florida 34624 on this 7th day of March, 1995.


PHILLIP R. WASSERMAN, ESQ.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th day of March, 1995, by Phillip R. Wasserman, who is personally known to me and who did take an oath.


NOTARY PUBLIC
LINDA K. JOHNSON
Printed Name



**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the state of Florida.

1. The name of the Corporation is:

Law Offices of Phillip R. Wasserman, Chartered

2. The name and address of the registered agent and office of the Corporation is:

Phillip R. Wasserman, Esq.
4625 East Bay Drive, Suite 210
Clearwater, FL 34624

Signed: _____

PHILLIP R. WASSERMAN, ESQ.

INCORPORATOR

(Title)

March 7, 1995

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

SIGNATURE: _____

DATE: _____

FILED
95 MAR -9 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000020198

JOHN F. TOLSON, JR.
ATTORNEY AT LAW
2301 PARK AVENUE, SUITE 406
ORANGE PARK, FLORIDA 32073
(904) 269-0050

REPLY TO:
P. O. BOX 635
ORANGE PARK, FL 32067-0655

October 26, 1995

FAX
(904) 264-1714

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

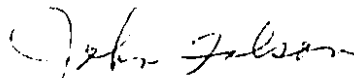
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*****35.00 *****35.00

Re: JUDY B. HARRISON, M.D., P.A.

Gentlemen:

I enclose Statement of Change of Registered Office or
Registered Agent or Both for Corporations in connection with the
above corporation, together with corporate check in the amount of
\$35.00 to cover this cost.

Sincerely,


John F. Tolson, Jr.

JFT, Jr./pgs
encls.

SH NOV - 2 1995

Change of RA

95 OCT 27 AM 8:57
RECEIVED
DIVISION OF CORPORATIONS

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

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