

1201 HAYN STREET

JACKSONVILLE, FL 32225

800-342-8086



**9500037307**

ACCOUNT NO. : 072100000032

REFERENCE : 596530 85298A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : May 10, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 596530

80000014824388  
-05/10/95--01017--001  
\*\*\*122.50 \*\*\*122.50

CUSTOMER NO: 85298A

CUSTOMER: John F. Rodenborn, Esq  
JOHN F. RODENBORN, PA

Suite 106  
9485 Regency Square Boulevard  
Jacksonville, FL 32225

**EFFECTIVE DATE**

**MAY - 8 1995**

DOMESTIC FILING

NAME: RODENBORN & ASSOCIATES, P.A.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrana Randolph

EXAMINER'S INITIALS:

RECEIVED  
95 MAY 10 AM 10:56  
DIVISION OF CORPORATION

FILED  
95 MAY 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**T. BROWN MAY 11 1995**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 10, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: RODENBORN & ASSOCIATES, P.A.  
Ref. Number: W95000009921

We have received your document for RODENBORN & ASSOCIATES, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 495A00023722

**ARTICLES OF INCORPORATION  
OF  
RODENBORN & ASSOCIATES, P.A.**

---

FILED  
95 MAY 10 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation under the Professional Service Corporation Act and other laws of the State of Florida.

**EFFECTIVE DATE**

MAY - 8 1995

**ARTICLE I**

The name of this Corporation is Rodenborn & Associates, P.A.

**ARTICLE II**

The general nature of the business to be transacted by this Professional Service Corporation is:

(a) To engage in every phase and aspect of the business of rendering professional services to the public that an attorney is authorized to render under the laws of the State of Florida. However, no professional services shall be rendered by this Corporation except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within this State.

(b) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional service.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of 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, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.

(d) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

(c) The general nature of the business to be transacted by this Professional Service Corporation as described in this Article is intended to comply with Florida Statutes Section 621.08.

#### ARTICLE III

This Corporation is authorized to issue 1,000,000 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code, and the Stockholders may, by appropriate unanimous vote of the Stockholders, elect to be taxed as provided under Section 1372 of the Internal Revenue Code of 1954, as amended. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09.

#### ARTICLE IV

This Corporation shall have perpetual existence, and the existence shall commence on May 8, 1995 pursuant to Florida Statutes Section 607.167.

#### ARTICLE V

The initial street address of the principal office of this Corporation is 9485 Regency Square Blvd., Suite 106, Jacksonville, Florida 32225. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI

The Name and address of the person signing these Articles of Incorporation is:

John F. Rodenborn  
9485 Regency Square Blvd., Suite 106  
Jacksonville, Fl. 32225

#### ARTICLE VII

The street address of the initial registered office of this Corporation is 9485 Regency Square Blvd., Suite 106, Jacksonville, Florida 32225, and the name of the initial registered agent of this Corporation at that address is John F. Rodenborn.

#### ARTICLE VIII

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE IX

The name and address of the initial Director of this Board of Directors is:

John F. Rodenborn  
9485 Regency Square Blvd., Suite 106  
Jacksonville, Fl. 32225

#### ARTICLE X

No Stockholder of this Corporation may sell or transfer his shares of stock of this Corporation, except to another individual who is eligible to be a Stockholder of this Corporation pursuant to Florida Statutes Section 621.11 and the stock certificates shall carry a legend so providing.

#### ARTICLE XI

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this Corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for profit-sharing, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, partnership or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

(b) To purchase and acquire any or all of its shares owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of shares, in accordance with any corporate stock purchase agreement, as may be executed, between the Corporation and all of the Stockholders of this Corporation; provided, however, the capital of this Corporation is not impaired.

(e) to enter into, for the benefit of its qualified employees, as defined in any such plans, 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 reimbursement plan; (7) other retirement or incentive compensation plan.

#### ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to be voted thereon unless all directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made; however, in no event may any amendment provide that the Corporation may enter

into any stock repurchase plan or issue any new shares without first acquiring the unanimous consent of all of the Stockholders. All rights of Stockholders are subject to those reservations.

IN WITNESS WHEREOF, I the subscriber have executed these Articles of Incorporation this 11 day of May, 1995.

Registered Agent

John F. Rodenborn  
John F. Rodenborn hereby accepts the position of Registered Agent and the duties associated therewith.

STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this day, before me, a notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared John F. Rodenborn, to me know to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation of Law Offices of John F. Rodenborn, P.A. and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last named above this 11 day of May, 1995.

Brenda L. Crawford  
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:

BRENDA L CRAWFORD  
Notary Public, State of Florida  
My Comm. Expires April 30, 1997  
Comm. No. CC 275120