

1201 HAYS STREET
TALLAHASSEE, FL 32301
4-22-017
222-0

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 7 6 00032

REFERENCE : 598733 869010

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizitz

ORDER DATE : May 15, 1995

ORDER TIME : 9:09 AM

ORDER NO. : 598733

CUSTOMER NO: 869010

400001487244

CUSTOMER: Ms. Jennifer Gennore - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

NAME: *Attorneys,*
BLAKE AND ASSOCIATES, P.A.

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN MAY 18 1995

FILED
95 MAY 15 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WJF 1026

130



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BLAKE AND ASSOCIATES, P.A.
Ref. Number: W95000010261

We have received your document for BLAKE AND ASSOCIATES, P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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: 095A00024892

FILED
95 MAY 15 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLAKE AND ATTORNEYS, P.A.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Blake and Attorneys, P.A.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 914 Poinciana Lane, Winter Park, Florida 32789.

THIRD: The mailing address, wherever located, of the corporation is 914 Poinciana Lane, Winter Park, Florida 32789.

FOURTH: The number of shares that the corporation is authorized to issue is 100 all of which are at \$1.00 par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Nays Street, Ste. 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Karen Rozar

1201 Hays Street, Suite 105
Tallahassee, Florida 32301

SEVENTH: The purpose for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act. The purpose for the professional association is to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of or encumber or invest in such real property, mortgages, stocks, bonds and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings, and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

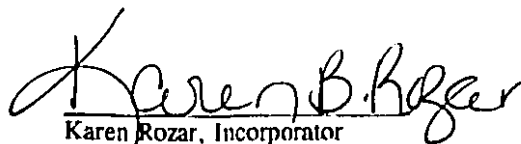
(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on May 12, 1995.


Karen Rozar, Incorporator

FILED
95 MAY 15 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Havner
Marcia A. Havner, Assistant Secretary

Date: May 12, 1995

P95000039262

MARK T. BLAKE, LL.M.

Professional Association
Member of Florida and Texas State Bars

921 Douglas Avenue
Altamonte Springs, FL 32714

Phone (407) 774-3484
Telefax (407) 774-9986

March 29, 1996

Secretary of State
Division of Corporations
409 E Gaines Street
Tallahassee, FL 32399
ATTN: Dissolution Section

Re: Blake and Attorneys, P.A.
P95000039262 (7)

8000001768588
-04/03/96--01117--004
*****35.00 *****35.00

Enclosed herewith in connection with the above captioned corporation are Articles of Dissolution of said corporation and a check in the sum of \$35.00 representing payment of the dissolution fee. Additionally enclosed is a stamped, self-addressed envelope for your use.

Thank you for your attention to this matter

Sincerely,



Mark T. Blake

*Complete
Revised*

FILED
96 APR -3 PM 3:54
TALLAHASSEE, FLORIDA

**ARTICLES OF DISSOLUTION
OF
BLAKE AND ATTORNEYS, P.A..**

FILED
96 APR -3 PM 3:54
SEVENTH JUDGE
TALLAHASSEE, FLORIDA

THIS CORPORATION, by and through its sole Officer and Director, in accordance with the provisions of Section 607.1403 of the Florida Statutes, does hereby execute the following Articles of Dissolution:

- 1 Name of Corporation:

BLAKE AND ATTORNEYS, P.A.

- 2 Name and Addresses of Officers of Corporation:

Mark T. Blake Sole Officer
914 Poinciana Lane
Winter Park, FL 32789

- 3 Names and Addresses of Directors of Corporation:

Mark T. Blake Director
914 Poinciana Lane
Winter Park, FL 32789

4 All debts, obligations and liabilities of this Corporation have been paid or discharged or adequate provision has been made therefore.

5 All remaining property and assets of this Corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6 There are no actions pending against this Corporation in any Court, or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against it in any pending action.

7. This Corporation has elected to dissolve by written consent which has been signed by all of its shareholders, a copy of such consent is attached hereto.

Attest:

BLAKE AND ATTORNEYS, P.A.

Mark T. Blake
Mark T. Blake, Acting Secretary

BY Mark T. Blake
Mark T. Blake, Sole Officer and Director

(Corporate Seal)

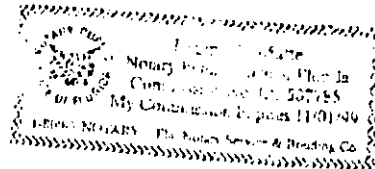
STATE OF FLORIDA)
) SS
COUNTY OF SEMINOLE)

BEFORE ME, the undersigned authority, personally appeared Mark T. Blake, as Sole Officer and Director and Acting Secretary of BLAKE AND ATTORNEYS, P.A., to me known to be the person described in and who executed the foregoing Articles of Dissolution, and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid this 14 day of March, 1996

Gregory W. Matte
NOTARY PUBLIC, STATE OF FLORIDA

ART-DISS-BLA



**CERTIFIED COPY OF
PLAN OF LIQUIDATION
OF**

BLAKE AND ATTORNEYS, P.A.

I, Mark T Blake, Sole Officer, Director and Acting Secretary, of BLAKE AND ATTORNEYS, P.A., do hereby certify that the attached Plan of Complete Liquidation and Dissolution was unanimously adopted by the Consent of the Shareholders of the Corporation in lieu of meeting, executed on the 29th day of February, 1996, and that such Plan is in full force and effect

DATED this 1 day of March, 1996.

Attest

BLAKE AND ATTORNEYS, P.A.

Mark T Blake
Mark T Blake, Acting Secretary

BY Mark T Blake
Mark T Blake, Sole Officer and Director

(Corporate Seal)

**PLAN OF COMPLETE LIQUIDATION
AND DISSOLUTION OF
BLAKE AND ATTORNEYS, P.A.
BY CONSENT OF SHAREHOLDERS**

THE UNDERSIGNED, constituting all of the shareholders BLAKE AND ATTORNEYS, P A (hereinafter called the "Corporation") does hereby consent to liquidate and dissolve the Corporation, pursuant to the provisions of Chapter 607 of the Florida Statutes and do hereby adopt the following plan of liquidation and dissolution of the Corporation

1 The Corporation shall liquidate in accordance with the provisions of Section 331 of the Internal Revenue Code, as amended, including the following.

(a) The Corporation shall proceed to collect its assets, convey and dispose of those of its properties as are not to be distributed in kind to its shareholders, pay, satisfy or discharge its liabilities and obligations, or make adequate provision for payment and discharge thereof, and do all other acts required to liquidate its business and affairs. After paying or discharging all of its obligations or making adequate provision for payment and discharge thereof, the Corporation shall then distribute the remainder of its assets, either in cash or in kind, among its shareholders according to their respective rights and interests; provided, however, all such distributions of assets will be complete during the month of March, 1996.

(b) Within thirty (30) days after the execution of this consent, the accountant for the Corporation shall file Form 966 with the Internal Revenue Service, together with a certified copy of this resolution.

(c) The accountant for the Corporation shall assist this shareholders who desire to have their gain, if any, taxed in accordance with the provisions of Section 331 of the Internal

Revenue Code, as amended for Federal income tax purposes, in preparing Forms 964 and in seeing that such forms are filed with Internal Revenue Service within a period of thirty (30) days from the date this consent is executed.

2 After this consent is executed, but prior to the filing of Articles of Dissolution, pursuant to the provisions of Section 607 1403 of the Florida Statutes, the Corporation shall

(a) Cease to carry on its business, except insofar as may be necessary for the winding up thereof

(b) Cause notice of this dissolution to be mailed to each known creditor of and claimant against the Corporation.

(c) Proceed to collect the assets of the Corporation and convey and dispose of such of its property as are not to be distributed in kind to each of its shareholders.

(d) Proceed to pay, satisfy or discharge the liabilities and obligations of the Corporation or make adequate provision for the payment and discharge thereof and do all other acts required to liquidate its business and affairs.

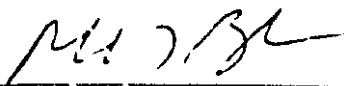
3 When all liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefore, and all of the remaining property and assets of the Corporation have been distributed to its shareholders according to their respective rights and interests, the Articles of Dissolution shall be executed in the manner prescribed by Section 607 1403 of the Florida Statutes and such Articles of Dissolution shall be delivered to the Department of State of Florida, together with a copy of this consent

4 The appropriate officers of this Corporation are hereby authorized and directed to pay all fees, taxes, expenses and costs and to do any and all further acts and things as they deem

.....
necessary and proper to carry out and fully effectuate the purpose and intent of this Plan of
Liquidation and Dissolution

DATED this 1 day of March, 1996

STOCKHOLDERS



Mark T Blake