

P95000069780

CAPITAL CONNECTION, INC.

817 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-8820
 Mailing Address: Post Office Box 30149, Tallahassee, FL 32302
 TOLL FREE Ph. 1 800 342 8062
 FAX (904) 222 8222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Smc
9/11/95*

~~1195 18180~~

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	<i>11:00</i>	_____	CK No. _____
BY _____	_____	_____	_____

WALK IN Will Pick Up *9/11/95*

FILE: BRANDY M VENT, INC
100001581188
 95 SEP 11 11 35 AM '95
 C.O. REF. DISBUR
 Capital Express™
 Art of Inc File
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. FBA
 () Cert. Copy(s)
 _____ Art of Annual File
 _____ Dissolution/Withdrawal
 _____ C.I.N. **100001581188**
 _____ Filings Home FBA **-C/11295--01003--005**
 _____ **+++122.50+++122.50**
 _____ Name Reservation
 _____ Annual Report/Statement
 _____ Reg. Agent Service
 _____ Document Filing
 _____ Corporate Kit
 _____ Valida Search
 _____ Diving Record
 _____ Document Retrieval
 _____ UCC 1 or 3 FBA
 _____ UCC 1 Search
 _____ UCC 1 Retrieval
 _____ FBA No. _____ Capital
 _____ Courier Service
 _____ Shipping/Handling
 _____ Phone ()
 _____ Top Priority
 _____ Express Mail Prop.
 _____ FAX () not

FILED
 95 SEP 11 PM 2:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
DISCHANGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL	\$
PREPAID.....	\$
BALANCE DUE	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1/12% per month or First Due Amount
 Past 30 Days, 1.8% per Annum
 THANK YOU from _____ Your Capital Connection



95
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1995

CAPITAL CONNECTION, INC.
417 E VIRGINIA ST SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: DANIEL M. KEIL, A PROFESSIONAL ASSOCIATION
Ref. Number: W95000018180

We have received your document for DANIEL M. KEIL, A PROFESSIONAL ASSOCIATION 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 phrase "A PROFESSIONAL ASSOCIATION" is not an acceptable suffix. Please delete the letter A.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 195A00041700

CORRECTED

FILED

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**ARTICLES OF INCORPORATION
OF**

DANIEL M. KEIL,

Professional

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract and duly licensed to practice as attorney at law under the laws of the State of Florida, hereby presents these articles of formation of a corporation under the provisions of Chapter 621, Florida Statutes, commonly known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of this corporation is: DANIEL M. KEIL, Professional Association.

ARTICLE II

This corporation is to have perpetual existence unless sooner dissolved according to law.

ARTICLE III

The general nature of the business to be transacted by this corporation is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

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

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

(d) To engage in every phase and aspect of the business or rendering the same professional services to the public in any other jurisdiction in which any of the corporation's officers, employees or agents shall be or may become licensed to practice.

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.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE V

The initial street address for this corporation and the initial registered office of this corporation in the State of Florida shall be 3165 West 4th Avenue, Hialeah, Florida 33012. The name of the initial registered agent of the corporation at that address is Daniel M. Keil.

ARTICLE VI

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:
Daniel M. Keil, 3165 West 4th Avenue, Hialeah, Florida 33012.

ARTICLE VII

The name and address of the person signing these Articles of Incorporation are:
Daniel M. Keil, 3165 West 4th Avenue, Hialeah, Florida 33012.

ARTICLE VIII

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

ARTICLE IX

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 stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE X

No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another

person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

No contract or other transactions between this Corporation and any other corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation, shall be affected by the fact that any director of this firm, or corporation, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII

The stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the

stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his/her shares therein except to another individual who is eligible to be a stockholder of this Corporation. If any stockholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his/her continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase of this Corporation in accordance with the By-Laws adopted by the stockholders.

ARTICLE XIII

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

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

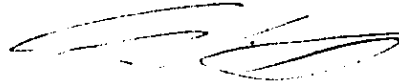
(b) This Corporation shall have the power to deny to the holders of the common stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this Corporation, and no stockholder shall have any preemptive right to subscribe to any such stock.

(c) This Corporation shall have the power, at its option, to

purchase and acquire any and all of its shares owned, and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his/her shares, in accordance with the By-Laws adopted by the stockholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired. This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan;
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the profession;
- (3) a stock bonus plan;
- (4) a thrift and savings plan;
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7 day of September, 1995.



DANIEL M. KEIL

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County aforesaid, personally appeared known by me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County last

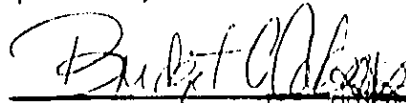
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

aforesaid this 7th day of September, 1995.

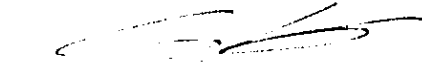
MY COMMISSION EXPIRES:



NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC449514
MY COMMISSION EXP. MAR 29, 1997

ACCEPTANCE

I CERTIFY that I am a permanent resident of Miami, Dade County, Florida, residing at the place indicated above and I hereby accept the foregoing designation as Registered Agent.



DANIEL M. KELL