

AULLS AND GRAVES, P. A.  
ATTORNEYS AT LAW

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P96000002441

January 2, 1995

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

TELEPHONE (904) 343-0770  
FAX (904) 343-0008  
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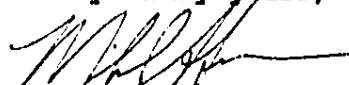
Re: MICHAEL A. GRAVES, P.A.

Gentlemen:

Enclosed you will find the original and one copy of the proposed Articles of Incorporation to be filed on behalf of the above-styled corporation.

Our check in the amount of \$122.50 is enclosed.

Very truly yours,

  
Michael A. Graves

MAG/dlm

Enclosures

Michael A. Graves Secretary  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Principle office  
DATE 1/9/96  
DOC. EXAM BSB

JAN 9 1996 BSB  
JAN 9 1996

FILED  
96 JAN -4 AM 11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

96 JAN -6 AM 11:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MICHAEL A. GRAVES, P.A.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a Doctor of Law, licensed or otherwise legally authorized to practice by and within the State of Florida, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the proposed corporation is Michael A. Graves, P.A.

ARTICLE II

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz.,

A. To engage in every aspect of the practice of law and

all its fields of specialization as are engaged in by Doctors of Law in this State.

B. To engage and render the professional service involved only through its officers, agents and employees who are Doctors of Law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To own real and personal property necessary for the rendering of the professional services hereby authorized.

E. To engage in no other business other than the rendering of the professional services specified herein.

### ARTICLE III

A. The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock each with a par value of One Dollar (\$1.00) per share.

B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

C. Shares of the corporation's stock and certificates therefor shall be issued only to Doctors of Law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE IV

A. If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third parties, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the stocks of the corporation, any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted,

in person or by proxy, and without proof of authority.

B. Provided, however, any such agreement shall be subject to the requirements of Florida Statute 621, and no shareholder may sell or transfer any of such shareholder's shares of stock in the corporation except to another individual who is, under the provisions of Florida Statute 621, eligible to be a shareholder of this corporation.

#### ARTICLE V

##### PRINCIPLE ADDRESS

The initial registered office in this State of the corporation is 14229 U. S. Highway 441, Tavares, Florida 32778, and the name of the initial registered agent at such address is Michael A. Graves, who by execution hereof acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

#### ARTICLE VI

The corporation shall have at least one (1) director, but the bylaws may provide for such increase or decrease in number thereof as is authorized by law.

The Board of Directors of the corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services

rendered by them to the corporation, in whatever capacity.

The name and street address of the member of the first Board of Directors is as follows:

MICHAEL A. GRAVES  
9905 Fairway Circle  
Leesburg, Florida 34788

#### ARTICLE VII

The corporation shall have a president and a secretary-treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws.

#### ARTICLE VIII

The name and street address of the subscriber of these Articles of Incorporation are Michael A. Graves, 14229 U. S. Highway 441, Tavares, Florida 32778.

#### ARTICLE IX

The corporation shall grant to the shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but unissued stock, in that such stock shall be first offered to such registered shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to persons other than said shareholders. The terms and

other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

#### ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

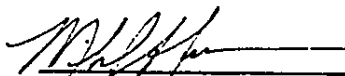
#### ARTICLE XI

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 shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII

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

DATED this 2nd day of January, A.D., 1996.



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MICHAEL A. GRAVES  
Incorporator and Registered  
Agent

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the County and State last aforesaid, personally appeared MICHAEL A. GRAVES, who is/are personally known to me or who has/have produced

\_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation, and they acknowledged before me accordingly to law, that they subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of January, A.D., 1996.

*Dulciah L. Meagher*  
NOTARY PUBLIC  
My Commission Expires:

