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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
076117000420

ACCT#:

CONTACT: MARY BLACKFORD CHERRY

PHONE: (407)650-0728

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NAME: WILLIAM D. JOHNSON & ASSOCIATES, INC.

AUDIT NUMBER.....H96000017768

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1996

MARY BLACKFORD CHERRY
GUNSTER, YOAKLEY ET AL.
777 S. FLAGLER DR., SUITE 500 E.
WEST PALM BEACH, FL 33401-6194

The name WILLIAM D. JOHNSON & ASSOCIATES, INC. has been reserved for 120 days beginning October 10, 1996. The reservation number is R96000004234 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 796A00046106

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ARTICLES OF INCORPORATION
OF
WILLIAM D. JOHNSON & ASSOCIATES, INC.

Article I

Name

The name of the corporation is William D. Johnson & Associates, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

777 South Flagler Drive, Suite 605
West Palm Beach, FL 33401

Jeffrey A. Stoops, Esq.
FL BAR #480843
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 So. Flagler Dr., Ste. 500E
West Palm Beach, FL 33401
(561) 655-1980

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The mailing address of this corporation shall be:

777 South Flagler Drive, Suite 605
West Palm Beach, FL 33401

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500E, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VIII

Incorporator

The name and address of the person signing these Articles are:

Jeffrey A. Stoops

777 South Flagler Drive, Ste. 500E
West Palm Beach, FL 33401

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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Article X**Indemnification**

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive Indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The Indemnification provided for herein shall not be deemed exclusive of any other rights to which those Indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The Indemnification provided herein 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, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI**Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

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Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be December 19, 1996.


Jeffrey A. Sloop

DATED: December 19, 1996

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for William D. Johnson & Associates, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-PAULI CORPORATE SERVICES, INC.

By: 

Michael V. Mitrione, Vice President

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