

P96000012359

KRAIG H. KOACH, P.A.
ATTORNEY AT LAW
240 NORTH WASHINGTON BOULEVARD
SUITE 470
SARASOTA, FLORIDA 34236
(813) 951-1005
FAX (813) 366-6997

January 20, 1996

700001698887
-01/26/96--01032--006
****122.50 ****122.50

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RE: Leslie D. Talbot, P.A.

Gentlemen:

We are enclosing our check in the amount of \$122.50 to cover the following fees for the incorporation of the above-named corporation:

Registered Agent Fee	35.00
Filing Fee	35.00
Certified Copy of Articles	<u>52.50</u>
Total	\$122.50

We have also enclosed an original and a copy of the Articles of Incorporation. Please return to this office a certified copy of same after the Articles have been filed of record.

Thank you for your attention to this matter.

Very truly yours,

Kraig H. Koach

Kraig H. Koach

W416-2280

6050 9. 00 605. 00634

KHK/mb
Encls.

*Called with respect
to make corrections
in article 5*

FILED
96 FEB - 8 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1800 JAN 30 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1996

KRAIG H. KOACH
240 N. WASHINGTON BLVD., STE. 470
SARASOTA, FL 34236

SUBJECT: LESLIE D. TALBOT, P.A.
Ref. Number: W9600002280

We have received your document for LESLIE D. TALBOT, 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 corporate name must be identical throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 496A00004037

KRAIG H. KOACH, P.A.
ATTORNEY AT LAW
240 NORTH WASHINGTON BOULEVARD
SUITE 470
SARASOTA, FLORIDA 34236
(813) 951-1005
FAX (813) 366-6997

February 2, 1996

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

RE: **LESLIE D. TALBOT, P.A.**
Ref. Number: W96000002280
Letter Number: 496A00004037

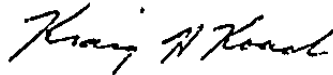
Dear Sandy:

I am in receipt of the above referenced letter dated January 30, 1996, regarding the above referenced Article of Incorporation. I believe all should be in order now.

1. The corporate name is identical throughout the document.
2. The principal office and registered agent/office are listed in the document, and the acceptance by the registered agent has been incorporated therein.

Please accept same for filing. Thank you for your attention to this matter.

Very truly yours,



Kraig H. Koach

KHK/kk
enc.

FILED

ARTICLES OF INCORPORATION 96 FEB -8 PM 3:07

OF

LESLIE D. TALBOT, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, competent and licensed to practice law in the State of Florida, hereby adopts the following Articles of Incorporation for the purpose of forming a Professional Service Corporation under the Florida General Corporation Act and the Florida Professional Service Corporation Act:

1. The name of the corporation is LESLIE D. TALBOT, P.A.
2. The term of existence of the corporation shall be perpetual. Corporate existence shall begin on effective date of these Articles of Incorporation.
3. The purpose of the corporation is to engage in the practice of law and to exercise the powers now or hereafter granted to Professional Service Corporations.
4. The total number of shares of stock which the corporation shall have authority to issue is Five Hundred (500) shares, all of which shall be common shares with a par value of \$1.00 per share.

The shares of the corporation's stock shall be issued only to individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation. No shareholder of the corporation may sell or otherwise transfer his shares except to another individual who is eligible to be a shareholder of the

corporation, and then only after the same shall have been approved at a shareholders meeting by not less than a majority of the outstanding stock of the corporation at the time of such meeting, exclusive of the stock proposed to be sold.

No shareholder may enter into a proxy, voting Trust Agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any of his stock in the corporation.

In the event that the ownership of shares of this corporation shall be in the name of any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of the Florida Professional Service Corporation Act, and there has been no voluntary transfer of stock contrary to law, the stockholders shall have the power to amend the Articles of Incorporation in order to effect a change in the nature and purpose of the business authorized so that the corporation shall have the power to conduct any business authorized by the Florida General Corporation Law. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this paragraph, that vacancy shall be filled by the shareholders.

5. The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Initial principal office

LESLIE D. TALBOT, P.A.
46 N. Washington Blvd.
Suite 7
Sarasota, FL 34236

Registered Office/Agent

LESLIE D. TALBOT
46 N. Washington Blvd.
Suite 7
Sarasota, Florida 34236

6. The name and address of each incorporator of the corporation is as follows:

Name and street address

LESLIE D. TALBOT
1834 Bougainvillea Street
Sarasota, FL 34239

7. The corporation shall have a Board of Directors of One (1) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

LESLIE D. TALBOT
1834 Bougainvillea Street
Sarasota, FL 34239

8. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the corporation.

9. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or

officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that her or their votes are counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

10. Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

11. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of

Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation, has executed these Articles of Incorporation this 22nd day of January, 1996.

Walter Herick
Incorporator & Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LESLIE D. TALBOT, to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of January, 1996.

Kathleen F. Day
Notary Public

My commission expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED.

In pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

First, that LESLIE D. TALBOT, P.A., desiring to organize under
the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation, at City of Sarasota,
County of Sarasota, State of Florida, has named LESLIE D. TALBOT,
46 N. Washington Blvd., Suite 7, Sarasota, Florida 34236, as its
agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above--
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.



LESLIE D. TALBOT

FILED
96 FEB -8 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA