

-P96000021956

Herbert L. Allen, Jr.
2000 HWY. A1A
Second Floor
Indian Harbour Beach, FL 32937

(407)779-1211

February 14, 1996

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Dear New Filings:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is our check for \$122.50. Please file the Articles, and send a certified copy of the Articles to:

Herbert Allen
2000 Hwy. A1A, Second Floor
Indian Harbour Beach, FL 32937

700000172-1957
02/27/96--01054--000
***122.50 ***122.50

EFFECTIVE DATE
3-6-96

Thank you for your assistance in this matter.

Sincerely,

Herbert Allen
Herbert Allen

FEB 27 1996 BSB

FILED
96 MAR 1 PM 3:56
TALLAHASSEE, FLORIDA
DIVISION OF STATE

630

W96-4414

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1996

HERBERT L. ALLEN, JR.
2000 HWY. A1A
SECOND FLOOR
INDIAN HARBOUR BEACH, FL 32937

SUBJECT: ALL FLORIDA ATTORNEYS, P.A.
Ref. Number: W96000004414

We have received your document for ALL FLORIDA ATTORNEYS, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 796A00008545

Herbert L. Allen, Jr.
2000 HWY. A1A
Second Floor
Indian Harbour Beach, FL 32937

(407)779-1211

March 2, 1996

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

RE: All Florida Attorneys, P.A.
Ref. Number: W9600004414


Dear New Filings:

Please review the revised articles and file them promptly. Please send copies to:

Herbert Allen
2000 Hwy. A1A, Second Floor
Indian Harbour Beach, FL 32937

Thank you for your assistance in this matter.

Sincerely,


Herbert Allen

**ARTICLES OF INCORPORATION
OF
ALL FLORIDA ATTORNEYS, P.A.**

The undersigned subscriber(s) to these Articles of Incorporation hereby form a professional services corporation under the laws of the State of Florida.

**Article I
Name of Corporation**

The name of this corporation is:

ALL FLORIDA ATTORNEYS, P.A.

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MAR 11 PM 3:36
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-6-96

**Article II
General Purpose**

This corporation is organized for the purpose of providing legal services by licensed attorneys, and to transact any and all other lawful business not inconsistent with the activities of a law firm which are permitted by the law regulating professional service corporations.

**Article III
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock having a par value of \$1.00 per share. None of the shares of stock 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 the person's shares. No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible, under the laws of the State of Florida, to be a shareholder of this corporation. Such a sale or transfer may only be made after the same shall been approved at a shareholder's meeting specifically called for that purpose with at least a majority of the outstanding shares eligible to vote approving the sale or transfer, exclusive of the stock proposed to be sold or transferred. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

If any shareholder becomes legally disqualified to practice

law in the State of Florida or accept subsequent employment that places restrictions or limitations on the continuous rendering of legal services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the shareholders.

Article IV Address

The initial street address of the principal office of this corporation in the State of Florida is:

2550 PALM BAY ROAD NE
SUITE 104
PALM BAY, FL 32905

Article V Directors

The business of this corporation shall be managed by the Board of Directors. There shall be one (1) director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one (1).

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

HERBERT ALLEN
2550 PALM BAY ROAD NE
SUITE 104
PALM BAY, FL 32905

Article VI Subscribers

The name and street address of each person signing the Articles of Incorporation as a subscriber is:

HERBERT ALLEN
2550 PALM BAY ROAD NE
SUITE 104
PALM BAY, FL 32905

**Article VII
Corporate Existence**

The effective date of these Articles of Incorporation shall shall be the date five days before the date of filing of these Articles of Incorporation with the Secretary of State for the State of Florida, or as soon thereafter as the law may permit, and the corporation shall have perpetual existence.

**Article VIII
Registered Agent**

The name and address of the initial registered agent is:

HERBERT ALLEN
2000 HWY A1A, SECOND FLOOR
INDIAN HARBOUR BEACH, FL 32937

**Article IX
Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

**Article X
Amendment**

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 a shareholder's meeting by a majority of the stock entitled to vote, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of

the Articles of Incorporation be made.

In witness whereof, the undersigned executed these Articles of Incorporation this 5th day of March, 1976.

Herbert L. Allen, Jr.
Herbert L. Allen, Jr.

State of Florida
County of Brevard

The foregoing instrument was acknowledged before me this 5th day of March, 1976, by Herbert Allen, who produced the following identification: Personally Known.

Dianne E. Dillington

Notary Public
Commission No:
Commission Expires:



DIANNE E DILLINGTON
My Commission CC408243
Expires Sep. 20, 1999

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating its registered agent and registered office, in the state of Florida.

1. The name of the corporation is:

ALL FLORIDA ATTORNEYS, P.A.

2. The name and address of the registered agent and office is:

HERBERT ALLEN
2000 HWY. A1A, SECOND FLOOR
INDIAN HARBOUR BEACH, FL 32937

Herbert Allen
Signature
President
Title
3-5-96
Date

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STATE
OF FLORIDA
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Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

Herbert Allen
Signature
3-5-96
Date

P96000021956

ALL FLORIDA ATTORNEYS, P.A.

Attorneys and Counselors at Law

- Business Law
- Bankruptcy
- Commercial Collections
- Family Law

April 23, 1997

2550 Palm Bay Rd., N.E.
Suite 104
Palm Bay, FL 32951
Phone: (407) 951-3042

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-04/28/97-01116-013
35.0035.00

RE: All Florida Attorneys, P.A.

Dear Secretary of State,

Please find enclosed articles of dissolution and a check for \$35.00. If you have any questions, please call me.

Sincerely,

ALL FLORIDA ATTORNEYS, P.A.

By: Herbert L. Allen, Jr.
Herbert L. Allen, Jr.
Attorney at Law

HLA:bla

c:\wp51\allflorida.att\office\letters\0423secretaryofstate.let
sta1/bla

SH 5/2
Diss.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 28 PM 2:05

FILED

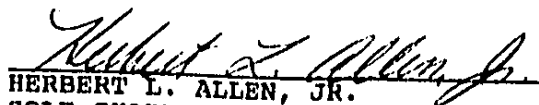
ARTICLES OF DISSOLUTION
ALL FLORIDA ATTORNEYS, P.A.

1. THE NAME OF THIS CORPORATION IS:

ALL FLORIDA ATTORNEYS, P.A.

2. THE SOLE SHAREHOLDER AND DIRECTOR AND PRESIDENT OF THE CORPORATION HAS APPROVED DISSOLUTION OF THE CORPORATION UPON FILING THE ARTICLES OF DISSOLUTION WITH THE STATE OF FLORIDA. THE NUMBER OF SHARES CAST FOR DISSOLUTION WAS SUFFICIENT FOR APPROVAL.

3. ON APRIL 23, 1997, THE SOLE SHAREHOLDER OF TH' CORPORATION AUTHORIZED THE DISSOLUTION OF THE CORPORATION.


HERBERT L. ALLEN, JR.

SOLE SHAREHOLDER, DIRECTOR AND PRESIDENT

FILED
97 APR 28 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA