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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
REPORT OF STATE 1992 FRAGILE
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(((H96000004012))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COLEEN O'LEARY HENDERSON, A PROFESSIONAL ASSOCIATION
FAX AUDIT NUMBER: H96000004012 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sundra B. Mortham
Secretary of State

March 20, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: COLEEN O'LEARY HENDERSON, A PROFESSIONAL ASSOCIATION
REF: W96U00006071

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

THE PHASE "A PROFESSIONAL ASSOCIATION " IS EXPLAINING THE TYPE OF FILING, IF YOU WHICH FOR THE WORDS "PROFESSIONAL ASSOCIATION " TO BE THE SUFFIX, YOU MUST REMOVE 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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004012
Letter Number: 396A00012875

H 960000 04012

ARTICLES OF INCORPORATION
OF
COLEEN O'LEARY HENDERSON, P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be: COLEEN O'LEARY HENDERSON, P.A.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

This Corporation, through its Officers and Employees shall be authorized to engage in every aspect and phase of the practice of law within the State of Florida; to engage in any activities which will facilitate and promote the practice of law through its Officers and Employees; and to invest and reinvest its funds in real estate, mortgages, stocks, bonds and any other type of investments within the meaning of Section 8 of the Professional Service Corporation Act; and to purchase and own real and personal property necessary for the rendering of professional services within the practice of law. This Corporation shall not be authorized to engage in any business other than the practice of law.

ARTICLE III.
CAPITAL STOCK

This Corporation is authorized to issue a maximum of FIVE HUNDRED (500) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

COLEEN O'LEARY HENDERSON, ESQ.
255 ALHAMBRA CIRCLE # 610
CORAL GABLES, FL 33134
(305) 860.0514
FBN. 938526

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ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be: Coleen O'Leary Henderson,
255 Alhambra Circle, Suite 610, Coral Gables, Florida 33134.

ARTICLE V.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI.
INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Coleen O'Leary Henderson	255 Alhambra Circle, Suite 610 Miami, Florida 33134

The first Director hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII.
INCORPORATORS

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
Coleen O'Leary Henderson	255 Alhambra Circle, Suite 610 Coral Gables, Florida 33134

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THE UNDERSIGNED Incorporator for the purpose of forming a Professional Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Coleen O'Herry Henderson
COLEEN O'HERRY HENDERSON

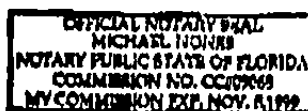
STATE OF FLORIDA)
COUNTY OF DADE)

W 960000 04012

WITNESS my hand and official seal at Miami, said County and State, this 20th day
of March, 1996.

Michael Jones
NOTARY PUBLIC

My commission expires:



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STATE OF FLORIDA)
COUNTY OF DADE)

SS:

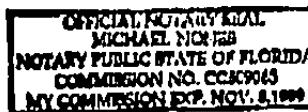
BEFORE ME, personally appeared COLEEN O'LEARY HENDERSON, to me well known and known to me to be the persons described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of December, 1996.

Michael Jones
Notary Public, State of Florida
at Large

[PLEASE PRINT]

Serial Number:



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 in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

COLEEN O'LEARY HENDERSON, P.A.

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

Coleen O'Leary Henderson
255 Alhambra Circle, Suite 610
Coral Gables, Florida 33134

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

SIGNATURE


COLEEN O'LEARY HENDERSON

TITLE

President

DATE

3/20/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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