

LAW OFFICES

NERY G. WINTER

407 WERIVA SPRINGS ROAD
SUITE 213
LONGWOOD, FLORIDA 32770
TELEPHONE (407) 805-0600
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April 4, 1996

P96000034451

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

800001784008
-04717/96--01058--017
****122.50 ****122.50

Re: Nery G. Winter, P.A.

Dear Sirs:

Enclosed please find original and one (1) copy of the Articles of Incorporation for Professional Corporation, (F.S. Chapter 621) for filing with the Secretary of State. Enclosed is my check for representing the cost of filing this document.

Please return a certified copy of the Articles of Incorporation to the undersigned when same has been filed by you.

Thank you in advance for your prompt attention and cooperation in this matter.

Very truly yours,


NERY G. WINTER

Enclosures

APR 19 1996

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 17 PM 2:29

FILED

ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
(F.S. Chapter 621)

FILED
96 APR 17 PM 2:30
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purposes of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION

The name of this corporation shall be NERY G. WINTER, P.A.

II

PURPOSES

The general nature and purposes of the business to be transacted, promoted, and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by lawyers.
- b. To engage in and render the professional services involved only through its officers, agents, and employees who shall be 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 do everything necessary and proper in accomplishing

the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$.005 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

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

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial principal office is 407 Wekiva Springs Road, Suite 213, Longwood, Florida 327779, and the name of its initial registered agent at said address is Nery G. Winter.

VI

INCORPORATOR

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NERY G. WINTER	407 Wokiva Springs Road Suite 213 Longwood, Florida 32779

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
NERY G. WINTER	407 Wekiva Springs Road Suite 213 Longwood, Florida 32779

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or

accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's share and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such share shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

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

XII

BY-LAW AMENDMENT

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and

Shareholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 12th day of April, 1996.

Nery G. Winter
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF SEMINOLE)

BEFORE ME, a Notary Public, authorized to take acknowledgments there personally appeared on this 12th day of April, 1996, NERY G. WINTER, the person who subscribed the foregoing Articles of Incorporation and she acknowledged the same to be his/~~her~~ act and deed as the act and deed of herself. Personally known + did take an oath. KSM

WITNESS my hand and seal on the date last written above.

Kathryn S. Miller
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



Kathryn S. Miller
MY COMMISSION # 00537897 EXPIRES
March 23, 2000
BONDED THRU TROY TAYLOR INSURANCE, INC.

FILED
96 APR 17 PM 2:30
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that NERY G. WINTER, 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 Longwood, County of Seminole, State of Florida, has named NERY G. WINTER located at 407 Wekiva Springs Road, Suite 213, Longwood, Florida 327779, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

REGISTERED AGENT

By: Nery G. Winter

Resident Agent