

P96000054380

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

No 52504

RE: Dan Scott Panther v  
Petruff PA

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

EFFECTIVE DATE  
7-1-96

FILED

95 JUN 26 PM 1:42

SECTION 103.01  
TALLAHASSEE, FLORIDA

AS JUN 26 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/26		
TIME	9:30		CK No. _____
BY	77		

WALK-IN  
Will Pick Up \_\_\_\_\_

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File	100.00	122.50
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

FEE	\$
DISBURSED	\$
SURCHARGE	\$
TAX on corporate supplies	\$
SUBTOTAL	\$
PREPAID	\$
BALANCE DUE	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
DYE, SCOTT, PRATHER & PETRUFF, P.A.

EFFECTIVE DATE

7-1-96

FILED

96 JUN 26 PM 1:42

DATE  
FILED  
FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit pursuant to Chapter 607 and Chapter 621, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be DYE, SCOTT, PRATHER & PETRUFF, P.A.

ARTICLE II.

PURPOSE

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

A. to engage in every aspect of the practice of law, including all its fields of specialization, as are engaged in by attorneys-at-law;

B. to engage and render the professional services involved only through its officers, agents, employees and shareholders, 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 establish, operate, invest and maintain such retirement and profit sharing plans and programs for the benefit of the shareholders and employees as may be formulated by the shareholders;

E. to engage in no other business than the rendition of the professional services specified herein; and

F. 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.

### ARTICLE III.

#### **CAPITAL STOCK**

A. The maximum number of shares of stock that the corporation is authorized to issue and have outstanding at any time shall be Five Thousand (5,000) shares of One Dollar (\$1.00) per share, par value common stock.

B. Shares of the corporation's stock and certification shall be issued only to attorneys in good standing and duly licensed or

otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE IV.

##### DURATION

This corporation shall have perpetual existence commencing on July 1, 1996.

#### ARTICLE V.

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial office is 1111 Third Avenue West, Suite 300, Bradenton, Florida 34205 and the name of its initial registered agent at said address is Patricia A. Petruff.

#### ARTICLE VI.

##### INCORPORATOR

The name and address of the Incorporator is as follows:

Alan Hardy Prather  
1806 Manatee Avenue West  
Bradenton, Florida 34205

## ARTICLE VII.

### INITIAL BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of three (3) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders or by the by-laws, but shall never be less than three. The names and addresses of the initial Directors of this corporation are:

Stephen R. Dye	1111 Third Avenue West Suite 300 Bradenton, Florida 34205
Alan Hardy Prather	1111 Third Avenue West Suite 300 Bradenton, Florida 34205
Patricia A. Petruff	1111 Third Avenue West Suite 300 Bradenton, Florida 34205

## ARTICLE 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 as a meeting and filed with the Secretary of the corporation as part of the corporate records.

#### ARTICLE IV.

##### 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 as valid as though it has been authorized at a meeting of the Board of Directors.

#### ARTICLE X.

##### 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 to this corporation, he or she and this corporation shall forthwith sever all employment with respect to that person and this corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by this corporation on account of professional services.

#### ARTICLE XI.

##### INDEMNIFICATION

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

#### ARTICLE XII.

##### AMENDMENT OF ARTICLES

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote of the stock outstanding.

#### ARTICLE XIII.

##### SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV.

BY-LAW AMENDMENT

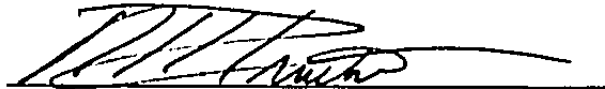
The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors.

ARTICLE XV

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, County of Manatee, this 25<sup>th</sup> day of June, 1996.

  
Alan Hardy Prather, Incorporator

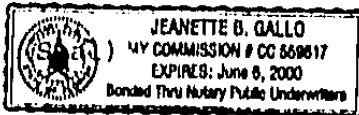
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of June, 1996 by ALAN HARDY PRATHER, Incorporator of DYE, SCOTT, PRATHER & PETRUFF, P.A., on behalf of the Corporation, and who ~~did~~ did not take an oath.

WITNESS my hand and official seal in the County and State



aforesaid.



Jeanette B. Gallo

Notary Public

Print Name: \_\_\_\_\_

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

Personally Known ✓ OR Produced Identification

Type of Identification Produced \_\_\_\_\_.

C:\WPWINGO\WPDOCS\DRPP\ARTICLES.WPD

CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

FILED

96 JUN 26 PM 1:42

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

DYE, SCOTT, PRATHER & PETRUFF, P.A.

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

Patricia A. Petruff  
1111 Third Avenue West, Suite 300  
Bradenton, Florida 34205

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.

  
Patricia A. Petruff

Dated: June 25, 1996