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MARK M. WOODS
ATTORNEY & COUNSELOR AT LAW



July 30, 1996

Department of State
Division of Corporations
Attn: Filing Department
Tallahassee, Florida 32314

EFFECTIVE DATE
7-30-96

RE: Mark M. Woods, P.A.

To whom it may concern:

Enclosed, please find an original and one copy of the Articles of Incorporation for Mark M. Woods, P.A. to be filed. Also enclosed with the Articles, please find a check in the amount of \$122.50 for the filing fee. I would appreciate a returned, certified copy of the original Articles.

If you have any question, do not hesitate to contact this office. Thank you for your prompt attention to this matter.

Sincerely,

Mark M. Woods
MMW/lac

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FILED
96 JUL 31 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-1-96
MK

ARTICLES OF INCORPORATION

OF

MARK M. WOODS, P.A.

EFFECTIVE DATE
7.30.96

FILED
25 JUL 31 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporators to these Articles of Incorporation, a natural person competent to contact and legally authorized to practice law in the State of Florida, do hereby adopt the following Articles of Incorporation for the formation of a professional corporation under the laws of the State of Florida:

I. NAME:

The name of this corporation shall be:

MARK M. WOODS, P.A.

II. PURPOSES:

The purposes for which the Corporation is organized and the nature of its business are as follows:

To engage in the practice of law as a professional service corporation and to provide services incidental thereto, and to render such services as may be ancillary to the foregoing;

To purchase and own, or lease, real and personal property necessary or appropriate for rendering its professional services or to carry on any business necessary or incidental to the purposes of the Corporation, and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments, all in accordance with Florida law;

To enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purposes of this Corporation;

To do all and everything necessary, proper and convenient for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the Corporation, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives for which this Corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Services Corporation Act.

III. CAPITAL STOCK.

The authorized capital stock of this Corporation shall consist of seven thousand five hundred (7,500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 (ten cents) per share. The shares of capital stock shall be issued for such consideration as may be determined by the Board of Directors. None of the shares of the Corporation may be issued to anyone other than an individual who is licensed to practice law in the State of Florida.

IV. PREEMPTIVE RIGHTS AND SHARE TRANSFER RESTRICTIONS.

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares.

The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

V. TERM OF EXISTENCE.

This Corporation shall begin existence on July 30, 1996 and shall exist perpetually unless dissolved according to law.

VI. ADDRESS OF PRINCIPAL OFFICE.

The street address of the principal office of this Corporation in the State of Florida shall be 10225 Ulmerton Road, Suite 9-C, Largo, Florida 33771. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

VII. DIRECTORS.

The initial Board of Directors of the Corporation shall consist of one Director. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one (1). No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law in the State of Florida. The names and street addresses of each initial member of the Board of Directors, is as follows:

Mark M. Woods 10225 Ulmerton Road, Ste 9-C, Largo, FL 33771

The authority of the Board of Directors may be limited by vote of the holder or holders of a majority of the shares of the Corporation, and some or all of the duties of the Board of Directors may be performed by the shareholders of the Corporation, upon approval by the holder or holders of a majority of the shares of the Corporation.

VIII. INCORPORATOR.

The names and street addresses of the Incorporators of these Articles of Incorporation, who are duly licensed in the state of Florida to practice law, are as follows:

Mark M. Woods 10225 Ulmerton Road, Ste 9-C, Largo, FL 33771

IX. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is 10225 Ulmerton Road, Suite 9-C, Largo, Florida 33771, and the name of the initial registered agent at such address is Mark M. Woods.

X. TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED.

No contract or other transaction between the Corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable, because one or more Directors or Officers of the Corporation is or are interested in such contract or transaction as a Director or Officer of the other corporation or association or otherwise interested in, individually or jointly, a party to any contract or transaction of this Corporation or in which this Corporation is interested, and no Director or Officer of this Corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of this Corporation may vote upon any such contract or other transaction of the Corporation and may also vote upon any contract or other transaction between the Corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled affiliated of other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

XI. INDEMNIFICATION.

The Corporation shall indemnify its officers and directors, and any former officers and directors, to the fullest extent permitted by law.

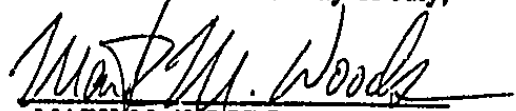
XII. DISQUALIFICATION.

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

XIII. AMENDMENT.

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

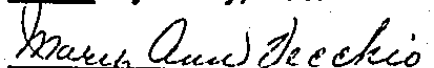
IN WITNESS WHEREOF, the undersigned, being the original Incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 30th day of July, 1996.


MARK/M. WOODS

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MARK M. WOODS, who is personally known to me and who executed the foregoing Articles of Incorporation, who did/did not take an oath, and have acknowledged before me that they executed the same as a free and voluntary act and deed for the uses and purposes therein set forth and expressed.

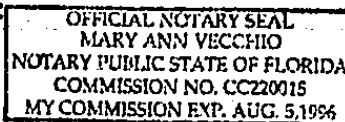
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 30 day of July, 1996.


Notary Public - State of Florida

Notary Printed/Typed Name:

Commission Number:

My Commission Expires:

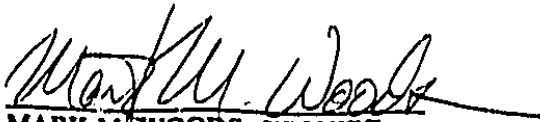


(SEAL)

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated this 30th day of July, 1996.



MARK M. WOODS, ESQUIRE

Suite 9-C

10225 Ulmerton Road

Largo, Florida 33771

(813) 585-9282

FILED
96 JUL 31 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA