

ARROYO & ARROYO, P.A.
ATTORNEYS AT LAW

1600 W. EAU GALIE BOULEVARD
SUITE 201
MELBOURNE, FLORIDA 32935

TELEPHONE
407-242-8656

FACSIMILE
407-242-7001

P96000065387

August 2, 1996

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

Re: STEPHEN RICHARD SMITH, P.A.

800001913818
-08/05/96--01064--015
***122.50 ***122.50

Dear Sir:

We are enclosing original and one copy of Articles of Incorporation for Stephen Richard Smith, P.A. for filing. Also enclosed is our check for \$122.50 to cover the fees. Please return a certified copy to us at the above address.

Thank you for your assistance in this matter.

Very truly yours,

Nancy M. Arroyo
NANCY M. ARROYO

Enclosures

8-6-96

TD

**ARTICLES OF INCORPORATION
OF
STEPHEN RICHARD SMITH, P.A.**

RECEIVED
JAN 10 1963
CLERK OF COURT
JAN 10 1963

The undersigned Subscriber, a natural person competent to contract and duly licensed by the Supreme Court of the State of Florida and admitted to the Florida Bar to practice law in the State of Florida, hereby forms a professional association under the corporation laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: STEPHEN RICHARD SMITH, P.A.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry out services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of Common Stock with a par value of \$.01 per share. Said shares shall be subject to the limitations on capital stock of professional corporations as to issuance, ownership, transferability or otherwise, as provided by Florida law.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation is: 1600 W. Eau Gallie Blvd., Suite 201, Melbourne, FL 32935.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be proscribed by the Bylaws. Directors must each be licensed to practice law in the State of Florida, but need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for gross negligence or wilful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing

provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

STEPHEN RICHARD SMITH
1600 W. Eau Gallie Blvd., Suite 201
Melbourne, FL 32935

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

STEPHEN RICHARD SMITH
1600 W. Eau Gallie Blvd., Suite 201
Melbourne, FL 32935

ARTICLE X - BYLAWS

The power to adopt, alter amend or repeal bylaws shall be vested in the stockholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE XII - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

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

ARTICLE XIII - 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 stockholders and approved at a Stockholder's Meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV - DATE OF COMMENCEMENT
OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the Office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 29th day of July, 1996.

Stephen Richard Smith
STEPHEN RICHARD SMITH

STATE OF FLORIDA)
COUNTY OF BREVARD) ss.

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared STEPHEN RICHARD SMITH, to me personally known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

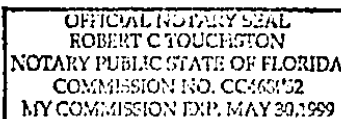
WITNESS my hand and official seal in the County and State named above this 29th day of July, 1996.

Robert C. Touchston
Notary Public

My Commission Expires:

ROBERT C. TOUCHSTON

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C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, REGISTERED OFFICE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


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

That STEPHEN RICHARD SMITH, 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 the City of
Melbourne, County of Brevard, State of Florida, has named Stephen
Richard Smith, located at 1600 W. Eau Gallie Blvd., Suite 201, City
of Melbourne, County of Brevard, State of Florida 32935, as its
agent to accept service of process within this state.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept the appointment, agree to act in this capacity, am
familiar with, and hereby accept the duties and responsibilities of
registered agent for said corporation.

By:


STEPHEN RICHARD SMITH
(Resident Agent)