

P96000070322

BULL, MORLAN, SIMPSON & STOVASH, P.A.

ATTORNEYS AND COUNSELORS AT LAW

STEPHEN M. BULL
HAROLD E. MORLAN, II
JOHN H. SIMPSON, JR.
ROBERT J. STOVASH
DAVID P. TUGGLE

111 NORTH ORANGE AVENUE
SUITE 1800
ORLANDO, FLORIDA 32801
TELEPHONE (407) 843-6881
TELECOMEX (407) 843-4880

EDWARD R. ALEXANDER, JR.

ALSO ADMITTED IN N.Y.

August 20, 1996

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

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*****70.00 *****70.00

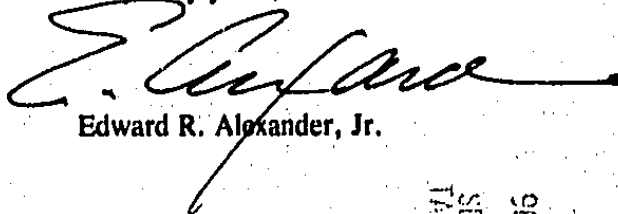
Re: Harold E. Morlan, II, P.A.

Dear Sir/Madam:

Enclosed for filing is the original and two copies of the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return a stamped copy together with the Certificate of Incorporation to me at the above address. I have enclosed a check in the amount of \$70.00 to cover the filing fee.

Thank you for your consideration in this matter.

Very truly yours,


Edward R. Alexander, Jr.

ERA:pn
Enclosures

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.23.96
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**ARTICLES OF INCORPORATION
OF
HAROLD E. MORLAN, II, P.A.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being licensed or otherwise legally authorized to practice law in the State of Florida and competent to contract, subscribes to and adopts these Articles of Incorporation to form a professional corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

HAROLD E. MORLAN, II, P.A.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 200 South Orange Ave, Suite 1220, Orlando, Florida 32801.

ARTICLE III - Business and Activities

This Corporation is organized to engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this Corporation. This Corporation shall have all the rights and powers now or subsequently conferred upon professional corporations by the laws of the State of Florida, including, but not limited to: owning property, entering contracts, and carrying on any business necessary, advisable 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 of this Corporation, each of whom has been admitted to the bar of, and duly authorized to practice law in, the State of Florida.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or

future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 200 South Orange Ave, Suite 1220, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is Harold E. Morlan, II.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be one.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Harold E. Morlan, II	200 South Orange Ave. Suite 1220 Orlando, Florida 32801

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Harold E. Morlan, II	200 South Orange Ave. Suite 1220 Orlando, Florida 32801

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII - Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XIV - Shareholder Quorum

Fifty percent (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders, provided that specified items of business that require a vote by a class or series of stock shall need Fifty percent (50%) of such class or series to constitute a quorum.

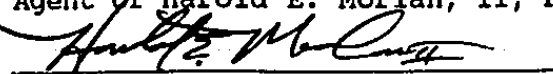
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of August, 1996.


Harold E. Morlan, II

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Harold E. Morlan, II, P.A.

Date: 8/20/96


Harold E. Morlan, II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MORLAN & STOVASH, P.A.

Attorneys and Counselors at Law

HAROLD E. MORLAN, II
ROBERT J. STOVASH

SUNTRUST CENTER, SUITE 1220
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

TELEPHONE: (407) 816-0081
FACSIMILE: (407) 830-1761

October 3, 1996

The Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

600001968176
-10/08/96--01144--004
*****35.00 *****35.00

Re: Harold E. Morlan, II, P.A.

TO WHOM IT MAY CONCERN:

Enclosed please find original Articles of Amendment to Articles of Incorporation to the above-referenced corporation, together with copy which please stamp and return in the enclosed stamped and addressed envelope and check for \$35.00 in respect of you fee. If you have any questions in this respect, please feel free to contact me. Thank you.

Very truly yours,



Pauline E. Nye
Legal Assistant to
Harold E. Morlan, II

Enclosures



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 21 PM 2:42

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 14, 1996

Pauline E. Nyo
Morian & Stovash, P.A.
200 S. Orange Ave., Suite 1220
Orlando, FL 32801

SUBJECT: HAROLD E. MORLAN, II, P.A.
Ref. Number: P96000070322

We have received your document for HAROLD E. MORLAN, II, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 096A00048580

LAW OFFICE

EDWARD R. ALEXANDER, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW
ADMITTED TO THE BARS OF FLORIDA AND NEW YORK

7491 CONROY-WINTERBURN ROAD, SUITE 1
ORLANDO, FLORIDA 32835

TELEPHONE: (407) 295-1858
FACSIMILE: (407) 295-8376

October 17, 1996

Mr. Steven Harris
Florida Department of State
Division of Corporations
P.O. Box 6327 Tallahassee, FL 32314

RE: Letter Number 096A00046580 /Articles of Amendment to Harold E. Morlan, II, P.A.

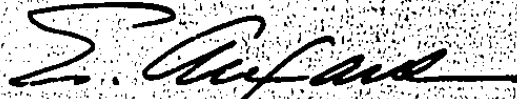
Dear Mr. Harris:

Enclosed please find copies of Division of Corporations Letter Number 096A00046580 (the "Letter") and revised Articles of Amendment to Articles of Incorporation of Harold E. Morlan, II, P.A. (the "Articles of Amendment").

The error in the Articles of Amendment noted in the Letter has been corrected. Please file the Articles of Amendment.

If you have any questions or need further information, please contact me at the above number. Thank you.

Very truly yours,



Edward R. Alexander, Jr.

Enclosure

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HAROLD E. MORLAN, II, P.A.

Articles I and XIV of the articles of incorporation of Harold E. Morlan, II, P.A., were amended by the corporation's board of directors on September 1, 1996. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is Harold E. Morlan, II, P.A.
2. Article I of the articles of incorporation of Harold E. Morlan, II, P.A. was amended to read as follows:

ARTICLE I - Name

The name of this Corporation shall be:

MORLAN & STOVASH, P.A.

3. Article XIV of the articles of incorporation of Harold E. Morlan, II, P.A. was amended to read as follows:

ARTICLE XIV - Shareholder Quorum

A majority of the shares entitled to vote, represented in person, shall constitute a quorum at a meeting of the Shareholders, provided that specified items of business that require a vote by a class or series of stock shall need a majority of such class or series to constitute a quorum.

4. The foregoing Articles of Amendment to the Articles of Incorporation of Harold E. Morlan, II, P.A., was duly adopted by the board of directors on September 1, 1996.

5. The amendments were adopted by the incorporator without shareholder approval and shareholder action was not required.

In witness whereof, the undersigned Director of this corporation has executed these Articles of Amendment to the Articles of Incorporation of Harold E. Morlan, II, P.A.

Date: 9/1/96


Harold E. Morlan, II, Director/Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA