

P96000071874  
LAW OFFICES  
STEWART & ASSOCIATES

P.O. BOX 100099  
FT. LAUDERDALE, FL 33310-0099

TELEPHONE (954) 739-3303  
TELEFAX (954) 739-1330

August 15, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida

EFFECTIVE DATE  
8.14.96

000001925540  
-08/19/96--01034--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Dennis Stewart, Attorney at Law, P.A.

Dear Sir/Madam:

With this letter I am enclosing an original and one copy of the above Articles of Incorporation. Once the Articles have been filed, please return a conformed copy to our office in the enclosed envelope.

Should you have any questions with respect to the foregoing, please do not hesitate to contact the undersigned at 954-777-5142.

Sincerely yours,

STEWART & ASSOCIATES

BY: Dennis Stewart  
DENNIS STEWART *DS*

DS/pls

P.S. Also enclosed is our check in the amount of \$122.50 representing the fee for filing.

/ds

W-17500  
KR 8.19

FILED  
95 AUG 22 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8.29.96  
KR



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

August 20, 1996

DENNIS STEWART, ESQ.  
P.O. BOX 100099  
FORT LAUDERDALE, FL 33310-0099

SUBJECT: DENNIS STEWART, ATTORNEY AT LAW, P.A.  
Ref. Number: W96000017500

We have received your document for DENNIS STEWART, ATTORNEY AT LAW, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6052.

Kimberly Rolfe  
Document Specialist

Letter Number: 696A00039641

ARTICLES OF INCORPORATION  
OF

DENNIS STEWART, ATTORNEY AT LAW, P.A.

The undersigned natural persons, who are licensed or otherwise legally authorized to practice the profession of law in the State of Florida, do hereby adopt the following Articles of Incorporation in accordance with the Florida Professional Service Corporation Act:

ARTICLE I  
NAME

The name of the corporation is DENNIS STEWART, ATTORNEY AT LAW, P.A. and the principal address for the corporation is 2979 N. W. 56 Avenue, Lauderhill, Florida, 33313.

ARTICLE II  
GENERAL PURPOSE

The purpose of this corporation is to practice the profession of law as a professional service corporation through officers, employees and agents who are members of the Florida Bar and who are duly licensed or otherwise legally authorized to render professional legal services. The sole and exclusive professional service to be rendered may own property, enter into contracts, and carry on such business as if necessary or incidental to the accomplishment or furtherance of the purpose of the corporation, and invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment. The corporation may further contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required. In furtherance of its purpose, the corporation shall also have all powers granted by Section 607.011, Florida Statutes, which are not in conflict with specified provisions of these Articles and which are not in conflict with provisions of Section 621.01 et seq. of the Florida Statutes, known as the PROFESSIONAL SERVICE CORPORATION ACT.

ARTICLE III  
CAPITAL STOCK

Authorized shares. The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock with a par value of \$1.00 each.

No stock in this corporation shall be issued to anyone other than a person who is an attorney at law licensed to practice in the State of Florida.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2979 N. W. 56 Avenue, Lauderhill, Florida, 33313, and the name of the initial registered agent at that address is DENNIS STEWART.

ARTICLE V  
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one nor more than nine. All directors of the corporation shall be members in good standing of the Florida Bar.

ARTICLE VI  
INITIAL DIRECTOR

The name and address of the initial director who shall hold office until his successor or successors are elected and have qualified is:

<u>NAME</u>	<u>ADDRESS</u>
DENNIS STEWART	2979 N. W. 56 Avenue Lauderhill, Florida, 33313

ARTICLE VII  
INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DENNIS STEWART	2979 N. W. 56 Avenue Lauderhill, Florida, 33313

ARTICLE VIII  
TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE IX  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed

upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

#### ARTICLE X EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

#### ARTICLE XI 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 stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholder's Meeting. If all of the Directors, severally or collectively, likewise consent in

writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be a valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, I, DENNIS STEWART, the incorporator have executed these Articles of Incorporation this 14th day of August, 1996.



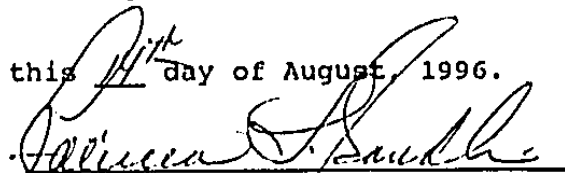
DENNIS STEWART

STATE OF FLORIDA )

COUNTY OF BROWARD )

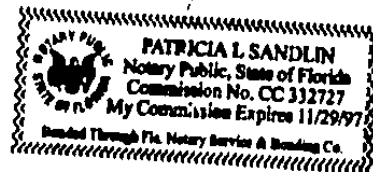
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared DENNIS STEWART, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 14th day of August, 1996.



NOTARY PUBLIC

My Commission Expires:



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

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IN PURSUANCE OF CHAPTER 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT.

FIRST that DENNIS STEWART, ATTORNEY AT LAW, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Lauderhill, County of Broward and State of Florida, has named DENNIS STEWART, located at 2979 N. W. 56 Avenue, Lauderhill, Florida, 33313, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I HEREBY ACCEPT to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. I further acknowledge that I am familiar with the duties of a Registered Agent.

Dated: 8/4/96

By: *MSW*

DENNIS STEWART  
Registered Agent

corp/ds.art/pls

FILED  
56 AUG 22 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA