

4600 Oakcreek Street #100  
Orlando, Florida 32335  
(407) 298-0801

September 19, 1996

Department of Banking  
Division of Corporations  
P.O. Box 327  
Tallahassee, Florida 32314

Re: Formation of Lydia R. Annunziata, P.A.

Enclosed are two original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00 representing the fees for filing and a photocopy.

When filing the Articles, please stamp the second original enclosed and return it to me with the transmittal letter from your office.

Please give me a call if you need further information. I appreciate your assistance in this matter.

Very truly yours,

Lydia R. Annunziata

96 SEP 24 11:59  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Enclosures

700001955707  
-09/25/96--01006--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

9/26

**Articles of Incorporation  
of**

**LYDIA R. ANNUNZIATA, P.A.**

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 under the provisions of Section 621, Florida Profession Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be:

**LYDIA R. ANNUNZIATA, P.A.**

**ARTICLE II - BEGINNING OF CORPORATE EXISTENCE AND DURATION**

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence, and shall continue perpetually unless dissolved pursuant to Florida law.

**ARTICLE III - 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 in the practice of law, and all its fields of specializations, as are engaged in by Lydia R. Annunziata;
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be members 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 engage in no other business other than the rendition of the professional services specified herein; and,
- e. 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.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

96 SEP 24 AM 11:56

FILED

Lydia R. Annunziata, P.A.  
Articles of Incorporation  
Page 2

#### **ARTICLE IV - CAPITAL STOCK**

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

c. Shares of the corporation's stock and certificates shall be issued only to members 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 V - INITIAL REGISTERED AGENT**

The street address of the initial registered agent of this corporation is 1972 Northeast 119 Road, North Miami, Florida 33181 and the name of the initial registered agent of this corporation at such address is Lydia R. Annunziata.

The principal place of business is 4600 Oakcreek Street, #100, Orlando, Florida 32835.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall have one initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director is Lydia R. Annunziata, 1972 Northeast 119 Road, North Miami, Florida 33181.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is Lydia R. Annunziata, 1972 Northeast 119 Road, North Miami, Florida 33181.

#### **ARTICLE VIII - SHAREHOLDER ACTION**

Any actions of the Shareholder may be taken without a meeting if consent in writing setting forth the action shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

Lydia R. Annunziata, P.A.  
Articles of Incorporation  
Page 3

#### ARTICLE IX - SHAREHOLDER ACTION

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, she or he shall forthwith sever all employment with the corporation on account of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall be entitled to dividends.

#### ARTICLE X - 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 had been authorized at a meeting of the Board of Directors.

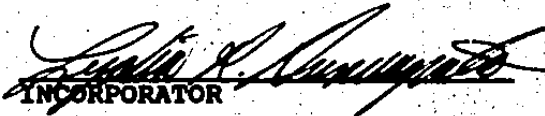
#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

#### ARTICLE XII - BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation in the State of Florida, this 18<sup>th</sup> day of September, 1996.

  
INCORPORATOR

Lydia R. Annunziata, P.A.  
Articles of Incorporation  
Page 4

STATE OF FLORIDA     )  
                              )    SS:  
COUNTY OF ORANGE    )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Lydia R. Annunziata known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of Sept., 1996.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

My commission expires:



Notary Public, State of Florida  
SUZANNE D'AQUILA  
My Comm. Exp. May 15, 1997  
Comm. No. CC 276438

**REGISTERED AGENT**

I, the undersigned, hereby accept my appointment as registered agent of Lydia R. Annunziata, P.A., as set forth in the foregoing Articles of Incorporation.

Sept. 18, 1996  
Date

  
Lydia R. Annunziata

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 24 AM 11:59

FILED