

P96000080469

ALLISON & ROBERTSON, P.A.

ATTORNEYS AT LAW  
100 S.E. SECOND STREET

SUITE 3380  
MIAMI, FLORIDA 33131-1101

96 SEP 26 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE  
(305) 347-4000  
TELECOPIER  
(305) 347-4001

JOHN R. ALLISON, III  
JAMES B. ROBERTSON, III\*

\* ALSO ADMITTED IN NY

September 24, 1996

Via Federal Express - Air bill #9456460683

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400001957974  
-09/26/96--01059--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation  
LEEDS & COLBY, P.A.

Dear Sir/Madam:

Enclosed please find two executed originals of the Articles of Incorporation of LEEDS & COLBY, P.A. and this firm's check in the amount of \$122.50 to cover the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL	\$122.50

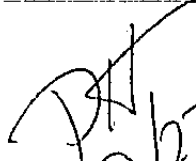
Please note that the Articles provide for an effective date of September 24, 1996. Please return to me one certified copy in the stamped, self-addressed return envelope provided for your convenience.

Thank you for your prompt attention to this matter.

Sincerely,

  
JOHN R. ALLISON, III

Enclosures (4)  
JRA:ah  
[f:\jra\leeds\secstate.ltr]

  
9/27/96

**ARTICLES OF INCORPORATION**

**OF**

**LEEDS & COLBY, P.A.**

**FILED**

96 SEP 26 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Each undersigned incorporator of these Articles of Incorporation, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the Professional Service Corporation and Limited Liability Act, Florida Business Corporation Act and other laws of the State of Florida.

**ARTICLE I**

A. Nothing contained anywhere in these Articles of Incorporation shall create or authorize any corporate power, the exercise of which would cause the Corporation to fail to qualify as a professional corporation under Chapter 621 of the Florida Statutes.

B. The general nature of the business to be transacted by the Corporation shall be to engage in the practice of law and such other business as permitted under the laws of the State of Florida. All professional services of the Corporation shall be rendered only through those of the officers, employees and agents of the Corporation who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

C. The general nature of the business to be transacted by the corporation shall also be to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the

rendering of professional services and to transact any lawful business for which the corporations may be formed under the Professional Service Corporation and Limited Liability Act, and all amendments and supplements thereto, or any law enacted to take the place thereof ("PSCA").

D. Only individuals who are duly licensed to practice law under the laws of the State of Florida may be officers, directors or stockholders of the Corporation.

#### **ARTICLE II**

The name of the Corporation is LEEDS & COLBY, P.A.

#### **ARTICLE III**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$5.00 Dollar par value common stock.

#### **ARTICLE IV**

A. The Corporation is to exist perpetually.

B. The corporate existence of the Corporation shall commence as of the date of these Articles.

#### **ARTICLE V**

The name of the initial registered agent and the street address of the initial registered office are as follows:

<u>Registered Agent</u>	<u>Address of Registered Office</u>
John R. Allison, III	NationsBank Tower, Suite 3350 100 Southeast 2nd Street Miami, Florida 33131

## ARTICLE VI

A. The Corporation shall indemnify, or advance expenses to, the fullest extent authorized or permitted by the PSCA and the Florida Business Corporation Act, and all amendments and supplements thereto or any law enacted to take the place thereof (collectively, the "Acts"), any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that the person: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that such person is or was at the time a director of the corporation.

B. Except for those persons entitled to indemnification pursuant to subparagraph A of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Acts, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer,

employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

C. Except for those persons entitled to indemnification pursuant to subparagraph A of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VII

The name and post office address of each incorporator to these Articles of Incorporation shall be:

<u>Name</u>	<u>Address</u>
Scott W. Leeds	NationsBank Tower, Suite 3350 100 Southeast 2nd Street Miami, Florida 33131
Jonathan T. Colby	NationsBank Tower, Suite 3350 100 Southeast 2nd Street Miami, Florida 33131

#### ARTICLE VIII

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

#### ARTICLE IX

The Corporation shall have two (2) directors initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than two directors. Only individuals who are duly licensed to

practice under the laws of the State of Florida may be officers, directors or stockholders of the Corporation.

#### **ARTICLE X**

The principal office and the mailing address of the Corporation shall be as follows:

##### Principal Office

100 Southeast 2nd Street #3350  
Miami, Florida 33131

##### Mailing Address

100 Southeast 2nd Street #3350  
Miami, Florida 33131

#### **ARTICLE XI**


At each election for directors, each stockholder entitled to vote at such election shall have the right: to cumulate his votes by giving one candidate as many votes as the number of shares of stock then owned by such stockholder; or to distribute such votes on the same principal among any number of candidates.

#### **ARTICLE XII**

In the event that authorized shares of stock of the Corporation are to be issued, each then existing stockholder shall have the right, from time to time and at any time, to purchase a fraction of the authorized stock being issued, the numerator of which shall be the number of shares of stock of the Corporation then owned by the said stockholder, and the denominator of which shall be the total number of shares of stock then owned by all stockholders. The purchase price for each share of stock shall be the price at which it is issued.

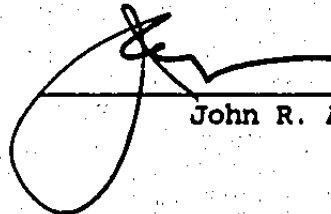
IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this 24 day of September, 1996, at Miami, Florida.

  
Scott W. Leeds

  
Jonathan T. Golby

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

Date: 9/24/96

  
John R. Allison, III

FILED  
96 SEP 26 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P96000080469**

**ALLISON & ROBERTSON, P.A.**

ATTORNEYS AT LAW

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SUITE 3380

MIAMI, FLORIDA 33131-1101

JOHN R. ALLISON, III  
JAMES S. ROBERTSON, III\*

TELEPHONE  
(305) 347-4000  
TELECOPIER  
(305) 347-4001

\* ALSO ADMITTED IN NY

October 31, 1996

Via Federal Express - Air bill#2235176425

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-11/01/96--01102--022  
\*\*\*\*175.00 \*\*\*\*\*87.50

FILED  
NOV - 1 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: Amendment to Articles of Incorporation of  
Payne, Leeds, Colby & Robinson, P.A. -  
Articles of Dissolution of Leeds & Colby, P.A.

Dear Sir/Madam:

Enclosed please find the following:

- Original and one (1) copies of Amendment to Articles of Incorporation of Payne, Leeds, Colby & Robinson, P.A.
- Original of Affidavit of Scott W. Leeds; \*\*\*\*175.00 \*\*\*\*\*87.50
- Original and one (1) copies of Articles of Dissolution of Leeds & Colby, P.A.; and
- Check #002843 in the amount of \$175.00 representing \$35.00 filing fee for Amendment to Articles, \$52.50 for certified copy of same, \$35.00 filing fee for Articles of Dissolution and \$52.50 for certified copy of same.

Please return to me the certified copies in the stamped, self-addressed return envelope provided for your convenience.

Thank you for your prompt attention to this matter.

Sincerely,

JOHN R. ALLISON, III

Enclosures (6)  
JRA:ah  
[f:\jra\leeds\secstat2.1tr]

VS NOV 7 1996



**ARTICLES OF DISSOLUTION  
OF  
LEEDS & COLBY, P.A.**

**FILED**  
96 NOV -1 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, constituting all of the shareholders of LEEDS & COLBY, P.A. (the "Corporation"), hereby present these Articles of Dissolution to the Secretary of State of the State of Florida for the dissolution of a Corporation under the laws of the State of Florida.

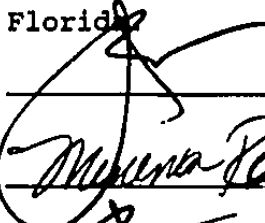
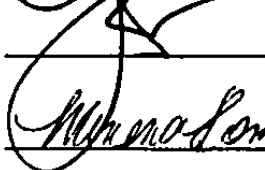
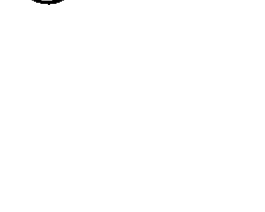
**ARTICLE I**

The name of the Corporation is Leeds & Colby, P.A. The Corporation was formed as of September 26, 1996 and was assigned document number P96000080469 by the Florida Department of State.

**ARTICLE II**

This Corporation, by the unanimous approval of all shareholders in the Corporation, shall be dissolved as of October 26, 1996.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Dissolution this 25<sup>th</sup> day of October, 1996, at Miami, Florida.

  
\_\_\_\_\_  
  
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\_\_\_\_\_

  
SCOTT W. LEEDS

  
JONATHAN T. COLBY