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LAW OFFICES
HOEQUIST, HAND & SPARKS
*An Association of Attorneys & Professional
Associations Not a Partnership*

3101 MAQUIRE BLVD., SUITE 101
ORLANDO, FL 32803
VOICE: 407-896-6440
FAX: 407-896-6443

418 WEST BRYAN ST.
KISSIMMEE, FL 34741
VOICE: 407-846-6133
FAX: 407-846-3664

CHARLES E. HOEQUIST, P.A.
RONALD M. HAND, P.A.
JEFFREY C. SPARKS, P.A.

September 25, 1996

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

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-10/01/96--01030--009
****122.50 ****122.50

Re: HHS LEGAL SERVICES CO., P.A.

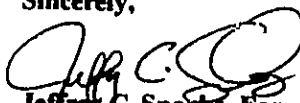
Dear Sir or Madam :

I am enclosing herewith an original and one (1) copy of Articles of Incorporation for the above-named corporation. I have also enclosed our check in the amount of \$122.50 for the filing and certified copy fees.

Please process the enclosed Articles at your earliest convenience and return the certified copy of the same to this office in the envelope provided.

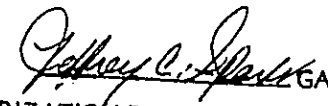
Your attention to this matter is greatly appreciated. Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,


Jeffrey C. Sparks, Esq.

JCS/st
enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 1:05

 GAVE
AUTHORIZATION BY PHONE TO

CORRECT  (1)

DATE 10/2/96

DOC EXAM 

Reply to P.O. Box 422637 ♦ Kissimmee, FL 34741 ♦ 407-846-6133 ♦ Fax: 407-846-3664

D. BROWN OCT - 2 1996

**ARTICLES OF INCORPORATION
OF
HHS LEGAL SERVICES CO., P.A.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 1:05

IN COMPLIANCE WITH THE REQUIREMENTS OF F.S. CHAPTER 607, THE UNDERSIGNED, BEING A NATURAL PERSON, DOES HEREBY ACT AS AN INCORPORATOR IN ADOPTING AND FILING THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF ORGANIZING A BUSINESS CORPORATION.

**ARTICLE I
NAME**

THE NAME OF THE CORPORATION IS: HHS LEGAL SERVICES CO., P.A.

**ARTICLE II
DURATION**

THE DURATION OF THE CORPORATION IS PERPETUAL.

**ARTICLE III
PURPOSE**

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE THE FOLLOWING:

1. TO ENGAGE IN AND TRANSACT ANY LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT. NO OTHER PURPOSE LIMITS THIS GENERAL PURPOSE IN ANY WAY. The specific purpose of this Professional Service Association is the practice of Law.
2. TO DO SUCH OTHER THINGS AS ARE INCIDENTAL TO THE PURPOSES OF THE CORPORATION OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THEM.
3. TO PURCHASE, RECEIVE BY WAY OF GIFT, SUBSCRIBE FOR, INVEST IN, AND IN ALL OTHER WAYS ACQUIRE, IMPORT, LEASE, POSSESS, MAINTAIN, HANDLE ON CONSIGNMENT, OWN, HOLD FOR INVESTMENT OR OTHERWISE, USE, ENJOY, EXERCISE, OPERATE, MANAGE, CONDUCT, PERFORM, MAKE, BORROW, GUARANTEE, CONTRACT IN RESPECT OF, TRADE AND DEAL IN, SELL, EXCHANGE, LET, LEND, EXPORT, MORTGAGE, PLEDGE, DEED IN TRUST, HYPOTHECATE, ENCUMBER, TRANSFER, ASSIGN AND IN ALL OTHER WAYS DISPOSE OF, DESIGN, DEVELOP, INVENT, IMPROVE, EQUIP, REPAIR, ALTER, FABRICATE, ASSEMBLE, BUILD, CONSTRUCT, OPERATE, MANUFACTURE, PLANT, CULTIVATE, PRODUCE, MARKET, AND IN ALL OTHER WAYS (WHETHER LIKE OR UNLIKE ANY OF THE FOREGOING), DEAL IN AND WITH PROPERTY OF EVERY KIND AND CHARACTER, REAL, PERSONAL, OR MIXED, TANGIBLE OR INTANGIBLE, WHEREVER SITUATED AND HOWEVER HELD, INCLUDING, BUT NOT LIMITED TO, MONEY, CREDITS, CHOSES IN ACTIONS, SECURITIES, STOCKS, BONDS, WARRANTS, SCRIPT, CERTIFICATES, DEBENTURES, MORTGAGES, NOTES, COMMERCIAL PAPER, AND OTHER OBLIGATIONS AND EVIDENCES OF INTEREST IN OR INDEBTEDNESS OF ANY PERSON, FIRM, OR CORPORATION, FOREIGN OR DOMESTIC, OR OF ANY GOVERNMENT OR SUBDIVISION OR AGENCY THEREOF, DOCUMENTS OF TITLE, AND ACCOMPANYING

RIGHTS, AND EVERY OTHER KIND AND CHARACTER OF PERSONAL PROPERTY, REAL PROPERTY (IMPROVED OR UNIMPROVED), AND THE PRODUCTS AND AVAILS THEREOF, AND EVERY CHARACTER OF INTEREST THEREIN AND APPURTENANCE THERETO, INCLUDING, BUT NOT LIMITED TO, MINERAL, OIL, GAS, AND WATER RIGHTS, ALL OR ANY PART OF ANY GOING BUSINESS AND ITS INCIDENTS, FRANCHISES, SUBSIDIARIES, CHARTERS, CONCESSIONS, GRANTS, RIGHTS, POWERS, OR PRIVILEGES, GRANTED OR CONFERRED BY ANY GOVERNMENT OR SUBDIVISION OR AGENCY THEREOF, AND ANY INTEREST IN OR PART OF ANY OF THE FOREGOING, AND TO EXERCISE IN RESPECT THEREOF ALL OF THE RIGHTS, POWERS, PRIVILEGES, AND IMMUNITIES OF INDIVIDUAL OWNERS OR HOLDERS THEREOF.

4. TO HIRE AND EMPLOY AGENTS, SERVANTS, AND EMPLOYEES, AND TO ENTER INTO AGREEMENTS OF EMPLOYMENT AND COLLECTIVE BARGAINING AGREEMENTS, AND TO ACT AS AGENT, CONTRACTOR, TRUSTEE, FACTOR, OR OTHERWISE, EITHER ALONE OR IN COMPANY WITH OTHERS.
5. TO PROMOTE OR AID IN ANY MANNER, FINANCIALLY OR OTHERWISE, ANY PERSON, FIRM, ASSOCIATION, OR CORPORATION, AND TO GUARANTEE CONTRACTS AND OTHER OBLIGATIONS.
6. TO LET CONCESSIONS TO OTHERS TO DO ANY OF THE THINGS THAT THIS CORPORATION IS EMPOWERED TO DO, AND TO ENTER INTO, MAKE, PERFORM, AND CARRY OUT, CONTRACTS AND ARRANGEMENTS OF EVERY KIND AND CHARACTER WITH ANY PERSON, FIRM, ASSOCIATION, OR CORPORATION, OR ANY GOVERNMENT OR AUTHORITY OR SUBDIVISION OR AGENCY THEREOF.
7. TO CARRY ON ANY BUSINESS WHATSOEVER THAT THIS CORPORATION MAY DEEM PROPER OR CONVENIENT IN CONNECTION WITH ANY OF THE FOREGOING PURPOSES OR OTHERWISE, OR THAT IT MAY DEEM CALCULATED, DIRECTLY OR INDIRECTLY, TO IMPROVE THE INTERESTS OF THIS CORPORATION, AND TO DO ALL THINGS SPECIFIED IN SECTIONS 607.0101 TO 607.193 OF THE FLORIDA STATUTES, AND TO HAVE AND TO EXERCISE ALL POWERS CONFERRED BY THE LAWS OF THE STATE OF FLORIDA ON CORPORATIONS FORMED UNDER THE LAWS PURSUANT TO WHICH AND UNDER WHICH THIS CORPORATION IS FORMED, AS SUCH LAWS ARE NOW IN EFFECT OR AT ANY TIME HEREAFTER BE AMENDED AND TO DO ANY AND ALL THINGS HEREINABOVE SET FORTH TO THE SAME EXTENT AND AS FULLY AS NATURAL PERSONS MIGHT OR COULD DO, EITHER ALONE OR IN CONNECTION WITH OTHER PERSONS, FIRMS, ASSOCIATIONS, OR CORPORATIONS, AND IN ANY PART OF THE WORLD.

THE FOREGOING STATEMENT OF PURPOSES SHALL BE CONSTRUED AS A STATEMENT OF BOTH PURPOSES AND POWERS, SHALL BE LIBERALLY CONSTRUED IN AID OF THE POWERS OF THIS CORPORATION, AND THE POWERS AND PURPOSES STATED IN EACH CLAUSE SHALL, EXCEPT WHERE OTHERWISE STATED, BE IN NOWISE LIMITED OR RESTRICTED BY ANY TERM OR PROVISION OF ANY OTHER CLAUSE, AND SHALL BE REGARDED NOT ONLY AS INDEPENDENT PURPOSES, BUT THE PURPOSES AND POWERS STATED SHALL BE CONSTRUED DISTRIBUTIVELY AS EACH OBJECT EXPRESSED, AND THE ENUMERATION AS TO SPECIFIC POWERS SHALL NOT BE CONSTRUED AS TO LIMIT IN ANY MANNER THE AFORESAID GENERAL POWERS, BUT ARE IN FURTHERANCE OF, AND IN ADDITION TO AND NOT IN LIMITATION OF THE GENERAL POWERS.

ARTICLE IV **CAPITAL STOCK**

THE MAXIMUM NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 7,500, ALL OF WHICH SHALL BE COMMON SHARES. ALL COMMON SHARES SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS OF THE COMMONS SHARES SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHAREHOLDERS HAVE THE RIGHT TO VOTE.

ARTICLE V **PRINCIPAL OFFICE**

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS: 418 WEST BRYAN ST., KISSIMMEE, FL 34741.

ARTICLE VI **INITIAL REGISTERED OFFICE AND AGENT**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 418 WEST BRYAN ST., KISSIMMEE, FLORIDA 34741 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT THAT ADDRESS IS RONALD M. HAND, ESQUIRE.

ARTICLE VII **INITIAL BOARD OF DIRECTORS**

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS TWO (2). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN ACCORDANCE WITH THE BYLAWS BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF EACH INITIAL DIRECTOR OF THE CORPORATION IS AS FOLLOWS:

RONALD M. HAND
418 WEST BRYAN ST.
KISSIMMEE, FL 34741

JEFFREY C. SPARKS
418 WEST BRYAN ST.
KISSIMMEE, FL 34741

ARTICLE VIII **INCORPORATORS**

THE NAME AND ADDRESS OF EACH INCORPORATOR IS AS FOLLOWS:

RONALD M. HAND
418 WEST BRYAN ST.
KISSIMMEE, FL 34741

JEFFREY C. SPARKS
418 WEST BRYAN ST.
KISSIMMEE, FL 34741

**ARTICLE IX
AMENDMENT**

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

**ARTICLE X
INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY EACH OFFICER AND DIRECTOR, INCLUDING FORMER OFFICERS AND DIRECTORS, TO THE FULL EXTENT PERMITTED BY LAW.

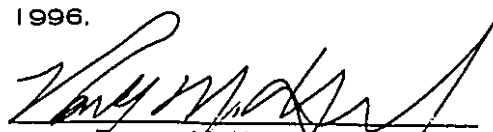
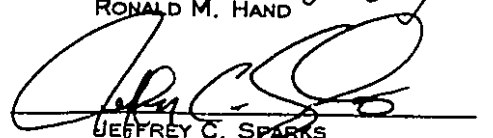
**ARTICLE XI
BY-LAWS**

THE POWER TO ADOPT, ALTER, AMEND AND REPEAL THE BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS, BUT ALL ALTERATIONS, AMENDMENTS AND REPEALS OF THE BY-LAWS MUST BE APPROVED BY A MAJORITY OF THE SHAREHOLDERS.

**ARTICLE XII
COMMENCEMENT OF CORPORATE EXISTENCE**

IN ACCORDANCE WITH SECTION 607.0123, FLORIDA STATUTES, THE DATE WHEN CORPORATE EXISTENCE SHALL COMMENCE IS THE DATE OF SUBSCRIPTION AND ACKNOWLEDGMENT OF THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THIS 25 DAY OF SEPTEMBER, 1996.


RONALD M. HAND

JEFFREY C. SPARKS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 PM 1:05

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, THE UNDERSIGNED OFFICER, DULY AUTHORIZED TO TAKE ACKNOWLEDGEMENTS AND ADMINISTER OATHS, PERSONALLY APPEARED RONALD M. HAND AND JEFFREY C. SPARKS, TO ME KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED TO AND BEFORE ME THAT THEY EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN EXPRESSED, THAT I RELIED UPON THE FOLLOWING FORM OF IDENTIFICATION OF THE ABOVE-NAMED PERSONS: VALID FLORIDA DRIVER'S LICENSE, AND THAT AN OATH WAS TAKEN.

WITNESS MY HAND AND OFFICIAL SEAL THIS 25th DAY OF SEPTEMBER, 1996.

Susan Gabriel
NOTARY PUBLIC

MY COMMISSION EXPIRES:



SUSAN GABRIEL
MY COMMISSION # CC475583 EXPIRES
July 1, 1999
BONDED THRU TROY FAIR INSURANCE, INC

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT OF HHS LEGAL SERVICES CO., P.A. WHICH IS CONTAINED IN THE FOREGOING ARTICLES OF INCORPORATION.

DATED THIS 25 DAY OF SEPTEMBER, 1996.

Ronald M. Hand
RONALD M. HAND
REGISTERED AGENT