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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 OCT 17 PM 3:51

October 11, 1996

Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/17/96--01049--004  
\*\*\*\*122.50 \*\*\*\*122.50

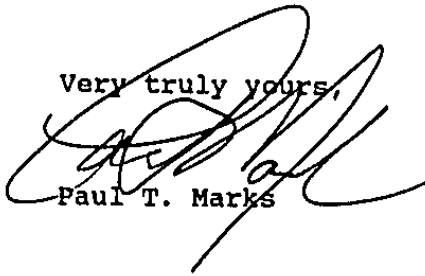
Re: Caltagirone & Cuesta, P.A.

Gentlemen:

Enclosed please find the original Articles of Incorporation for Caltagirone & Cuesta, P.A. Kindly register the same as a Florida corporation and return proof of filing to me at your earliest convenience.

My check in the amount of \$122.50 to cover the applicable filing fees is also enclosed.

Very truly yours,

  
Paul T. Marks

PTM/

Enclosures

af 10/17/96

ARTICLES OF INCORPORATION  
of

CALTAGIRONE & CUESTA, P.A.

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The undersigned subscriber to these Article of Incorporation being duly licensed to practice law under the laws of the State of Florida adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621 of the Florida Statutes and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional corporation is Caltagirone & Cuesta, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing of this corporation is 111 South Moody Avenue, Tampa, Florida 33601.

ARTICLE III. PURPOSE

The professional corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

#### ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00.

None of the shares of the professional corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 111 South Moody Avenue, Tampa, Florida 33609. The name of the initial registered agent at that address is James V. Caltagirone.

#### ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members. The names and addresses of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
James V. Caltagirone	111 South Moody Ave. Tampa, Florida 33609
John Cuesta	111 South Moody Ave. Tampa, Florida 33609

#### ARTICLE VIII. SUBSCRIBERS

The name and address of the person signing these articles of incorporation as subscriber is:

<u>Name</u>	<u>Address</u>
James V. Caltagirone	111 South Moody Avenue Tampa, Florida 33609

#### ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous render of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the

professional service corporation in accordance with the bylaws adopted by the shareholders.

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ARTICLE X. AMENDMENT

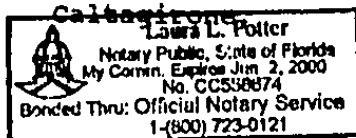
The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on October 11, 1996.

James V. Caltagirone  
Subscriber

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledge before me on this 11th day of October, 1996 by James V.



Laura L. Potter  
Notary Public-State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties and to accept the duties and obligations as per Chapter 607, Florida Statutes.

James V. Caltagirone  
Registered Agent