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A Partnership of Professional Associations

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November 13, 1996

VIA FEDERAL EXPRESS NO. 794 409 8584

Ms. Beth Register
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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RE: Michael A. Gemelli, Inc.

Dear Ms. Register:

As we discussed by telephone previously, I am forwarding to you with this correspondence the original Articles of Incorporation of Michael A. Gemelli, Inc. Also enclosed is a check made payable to the Department of State in the amount of \$122.50 to cover the cost of filing same.

For return of a certified copy of the Articles of Incorporation, please use my Federal Express Number: 1634-4981-1.

Thank you for your assistance. Should you require anything additional, please do not hesitate to contact me.

Sincerely,

Pamela A.M. Campbell
Pamela A.M. Campbell

PAMC\trmm
Enclosures

11/19/96 11:00 AM

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96 NOV 14 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 14 1996

**ARTICLES OF INCORPORATION OF
MICHAEL A. GEMELLI, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to conduct business in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I.
NAME**

The name of this corporation is Michael A. Gemelli, Inc.

**ARTICLE II.
PURPOSE AND NATURE OF BUSINESS**

The purpose of the Corporation and the nature of its business are as follows:

To practice the profession of certified financial planning, all in accordance with the laws of the State of Florida. To generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all other powers which a Florida certified financial planner, by authority and by law, does or exercises; to construct, lease, purchase or otherwise acquire real estate and personal property of any nature, or any interest therein, without limit as to amount or value, reasonably necessary or convenient for effecting or furthering any or all of the purposes and powers, to do any and all things and exercise any and all powers necessary, convenient or advisable to accomplish one or more of the purposes of the Corporation, or which shall at any time appear to be for the benefit of the Corporation in connection therewith, which may now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the State of Florida.

**ARTICLE III.
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 7,500 shares at \$1.00 par value. Such shares shall be of a single class of common stock.

**ARTICLE IV.
DURATION**

The corporation shall have perpetual existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V.
ADDRESS AND REGISTERED AGENT**

The street address of the principal and initial registered office of the Corporation is 3142 Third Avenue North, St. Petersburg, Florida 33713, and the name of its initial registered agent is MICHAEL A. GEMELLI, INC. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the name of the Registered Agent.

**ARTICLE VI.
DIRECTORS**

The Corporation shall be managed by a Board of Directors of at least one (1) Director. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as member of the initial Board of Directors is as follows:

Michael A. Gemelli, 3142 Third Avenue North, St. Petersburg, Florida 33713

**ARTICLE VII.
SUBSCRIBERS**

The name and address of the subscriber, who is the incorporator of this Corporation, is as follows: Michael A. Gemelli, 3142 Third Avenue North, St. Petersburg, Florida 33713.

**ARTICLE VIII.
RESTRAINT ON ALIENATION**

No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida Law.

**ARTICLE IX.
DISQUALIFICATION**

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 5 day of Nov, 1996.

Michael A. Gemelli
Michael A. Gemelli, Inc.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared MICHAEL A. GEMELLI, who is personally known to me and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 7th day of November, 1996, in the aforesaid County and State.

Helen J. Robertson
Notary Public
Print Name:
Commission No.:
My Commission Expires

OFFICIAL NOTARY SEAL
HELEN J. ROBERTSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC585818
MY COMMISSION EXP. SEPT 29, 2000

Acknowledgement of Registered Agent

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Michael A. Gemelli
Michael A. Gemelli
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA