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P96000096501



PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 147146 7109658

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 7, 1996

ORDER TIME : 9:24 AM

ORDER NO. : 147146-005

CUSTOMER NO: 7109658

CUSTOMER: Joel E. Marano, Esq  
JO BETH MARANO, P.A.

Suite 150  
201 West Canton Avenue  
Winter Park, FL 32789

300001498873--9  
-11/07/96--01039--000  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96-10-22 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: JO BETH MARANO, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Deborah Schroder gave  
ART I  
11-27-96  
162

W96-24941

Dm 11/22/96

RECEIVED  
96-10-22  
OFFICE

Ke 11-27-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 26, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: JO BETH MARANO, P.A.  
Ref. Number: W96000024941

We have received your document for JO BETH MARANO, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 896A00053534

**AFFIDAVIT**

**STATE OF FLORIDA  
COUNTY OF ORANGE**

**BEFORE ME**, the undersigned officer, personally appeared **R. LAWRENCE HEINKEL**, who, after being duly sworn, states as follows:

1 My name is R. Lawrence Heinkel, and my mailing address is 201 W. Canton Avenue, Suite 150, Winter Park, Florida 32789.

2. I am the sole director and shareholder of Larry Heinkel, P.A., formerly known as Jo Beth Marano, P.A.

3. This Affidavit is made for the purpose of filing with the State of Florida, Secretary of State, Division of Corporations, written acknowledgment of my consent for Joel Elizabeth Marano to use the name, Jo Beth Marano, P.A., which is the previous name of my corporation.

Dated this the 1 day of November, 1996.

  
R. Lawrence Heinkel

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me by **R. LAWRENCE HEINKEL**, who is personally known to me, in his capacity as President and Secretary of Larry Heinkel, P.A., a Florida professional corporation, who acknowledged before me that he executed the same on behalf of the corporation and with full corporate authority to do so.

WITNESS my hand and official seal in the State and County last aforesaid, this 1st day of November, 1996.

  
Notary Public - State of Florida



KATHLEEN M. ROBERTS  
My Commission CC517349  
Expires Dec. 11, 1999

# ARTICLES OF INCORPORATION

OF

JO BETH MARANO, P. A.

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RECORDED  
JAN 22 1988  
TALLAHASSEE, FLORIDA

## Article I

### **Name, Principal Place of Business, Effective Date and Duration**

The name of the Corporation is JO BETH MARANO, P. A. The principal place of business of the Corporation is 2300 Curry Ford Road, Orlando, Orange County, Florida 32806.

The duration of the Corporation is perpetual.

## Article II

### **Registered Office and Agent**

The address of the registered office in the State of Florida is 2300 Curry Ford Road, Orlando, Orange County, Florida 32806. The name of the registered agent at such address is Joel Elizabeth Marano.

## Article III

### **Corporate Purposes, Powers and Rights**

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that an Attorney duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officer, employees, and agents of the corporation who are duly licensed under the laws of the State of Florida to practice as an Attorney herein.

2. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

3. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the Corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

RECORDED  
JAN 22 1988  
TALLAHASSEE, FLORIDA

4. It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 or Chapter 621 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

#### Article IV

##### **Capital Stock**

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100 shares of Common Stock ("Common Stock") at \$1.00 par value per share.

2. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an Attorney under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### Article V

##### **Incorporator**

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Joel Elizabeth Marano	2300 Curry Ford Road Orlando, Florida 32806

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

#### Article VI

##### **Board of Directors**

1. The initial number of directors of this Corporation shall be one (1).

2. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.

3. The name and street address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Joel Elizabeth Marano	2300 Curry Ford Road Orlando, Florida 32806

4. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the Corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or a special meeting of the shareholders.

5. Each Director shall be an Attorney duly licensed to render services as such under the law of the State of Florida.

#### Article VII

##### **Shareholders**

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an Attorney under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

#### Article VIII

##### **Directors and Shareholder Action by Consent**

Any corporate action upon which a vote of directors or a committee thereof or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders having less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

#### Article IX

##### **Indemnification**

The Corporation shall indemnify and hold harmless any officer or Director to the fullest extent permitted by law.

Article X

**Records**

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida, at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

Article XI

**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Executed this the 6th day of November, 1996.

 (SEAL)  
Joel Elizabeth Marano  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Be it remembered, that on this 6th day of November, 1996, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, JOEL ELIZABETH MARANO, a party to the foregoing Articles of Incorporation, known to me personally to be such, and I having first made known to her the contents of said Articles, she did acknowledge that she signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.

  
Type/Print Karen L. Perdue  
Notary Public - State of Florida



OFFICIAL SEAL  
KAREN L. PERDUE  
My Commission Expires  
May 23, 1997  
Comm. No. CC 288874

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

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In compliance with the Florida Business Corporation Act, the following is submitted:

JO BETH MARANO, P.A., with its place of business at 2300 Curry Ford Road, Orlando, Orange County, Florida 32806, has named Joel Elizabeth Marano, 2300 Curry Ford Road, Orlando, Orange, Florida 32806, as its agent to accept service of process within Florida.

Having been named to accept service of process for JO BETH MARANO, P.A., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 6th day of November, 1996.

  
JOEL ELIZABETH MARANO  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 NOV 02 10:10:00