

[illegible]

CHARLES L. IMPERATO, PA  
DAVID K. MILLER, PA  
MONICA T. NORDIN, PA  
ANTHONY COTYIN, PA  
KELLY OVERSTREET JOHNSON, PA  
RAMEL M. ALLENKIND, PA  
JAMES J. WHILLER, PA  
JEREMY P. JOHNSON  
ANTHONY W. PERMAE, PA  
MARK D. NORTON  
THOMAS J. NORTON  
PATRICK J. NORTON  
JAMES J. NORTON, PA  
JAMES J. NORTON, PA  
STEFAN BLISSON  
AMY E. SCHLOSSER, PA  
DOROTHY H. JOHNSON, PA  
RONALD M. GACHE, PA  
RICHARD N. MILLAN, PA  
LEONOR M. MILLER, PA

[illegible]

JAMES B. PALMER  
ROBERT ALBERT, JR.  
ROBERT F. MALLETT  
KEITH F. WIRTH  
RINAB A. BENSE  
TAMARA CAZMICHAK  
BRIAN J. HAMON  
JAMES J. SHANLEY  
JAMES J. MURPHY  
TARA C. O'NEILL  
JAMES J. O'NEILL  
ANTHONY J. O'NEILL  
MICHAEL STARR  
YVONNE TAYLOR  
TERRY J. PHILLIPS  
LEON A. ROBERTS  
DAVID F. LEON  
DEBRA B. PUTTER  
JENNIFER STEWARD  
CARL S. ROSEN  
CARLOS O. PERMANANIZ  
KEELY P. CAMPUSO

SUTTE 1100  
390 NORTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
PO Box 4961 (32802-4961)  
(407) 839-4200  
FAX (407) 425-8377

Florida Department of State  
Department of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Ladies and Gentlemen:**

Please return a certified copy of the Articles of Incorporation, as filed, to us for our records. Enclosed is our check payable to the Secretary of State in the amount of \$122.50 as payment for the filing fee and certified copy and a self-addressed envelope.

Very truly yours,

**Marshall S. Harris**

MSH:bd

r:\corp\19467\0001\ssos12.04a  
961204 - 9:57am

OTHER OFFICES: BOCA RATON FT LAUDERDALE MIAMI STUART TALLAHASSEE TAMPA WEST PALM BEACH

**ARTICLES OF INCORPORATION  
OF  
DELLECKER & WILSON, P.A.**

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The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation is DELLECKER & WILSON, P.A.

**ARTICLE II - NATURE OF BUSINESS**

The Corporation is organized for the purpose of transacting any and all lawful business and shall have those objects and powers generally conferred by Florida Statutes upon corporations organized in this state, and in addition to but not in limitation of such objects and powers, shall also have the objects and powers:

A. To engage in every phase and aspect of the practice of law and to render professional legal services to any and all person, firms, corporations and other entities and to the general public in the State of Florida and all of its political subdivisions and in every jurisdiction and before all courts and public and administrative bodies and otherwise throughout the world unless prohibited by law.

B. To invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real or personal property necessary for the rendering of the aforesaid professional services.

C. In general, to do all things and perform all acts necessary and proper for the accomplishment of the aforesaid purposes or necessary or incidental to the achievement of the objectives of the Corporation and to have and exercise all powers of any nature whatsoever permitted or conferred by law upon corporations in general, unless specifically prohibited by the Professional Service Corporation Act of the State of Florida.

D. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to the limit or restrict in any manner the powers of this Corporation.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE III - AUTHORIZED CAPITAL STOCK**

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each having the par value of \$.01. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of the Corporation at any regular or special meeting.

### **ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE**

The Corporation shall have perpetual existence. These Articles of Incorporation shall be effective and the Corporation's existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

### **ARTICLE V - ADDRESS**

The initial street and mailing address of the principal office of the Corporation is to be at 719 Vassar Street, Orlando, Florida 32804. The Board of Directors may from time to time designate such other address and place for the principal office of the Corporation as it may see fit.

### **ARTICLE VI - DIRECTORS**

The Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws. The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the Corporation with or without cause.

### **ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the initial directors who shall hold office until their successors are elected and have qualified, are as follows:

Robert Dellecker  
719 Vassar Street  
Orlando, FL 32804

Brian T. Wilson  
719 Vassar Street  
Orlando, FL 32804

### **ARTICLE VIII - INCORPORATOR**

The name and post office address of the incorporator of these Articles of Incorporation is:

Marshall S. Harris  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801

### **ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent of the Corporation is Robert Dellecker whose address is 719 Vassar Street, Orlando, FL 32804.

### **ARTICLE X - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be reserved to and vested in the Shareholders of the Corporation.

### **ARTICLE XII - INDEMNIFICATION**

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, 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, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that

indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

B. The Corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the Corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

### **ARTICLE XIII - PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any

amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

#### ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

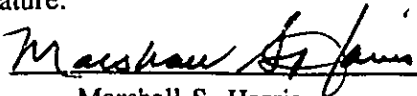
All of the issued and outstanding shares of the Corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the Corporation. A copy of any such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the Corporation at reasonable times during business hours. Any transfer of stock in the Corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by the Corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

"The shares of capital stock evidenced by this certificate have not been registered under applicable federal or state securities laws and may not be sold or otherwise transferred unless so registered or unless the Corporation receives a legal opinion acceptable to the Corporation and its counsel that any such sale or other transfer is exempt from such registration requirements."

#### ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS WHEREOF, the undersigned has hereunto signed and acknowledged the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth next to his signature.

  
\_\_\_\_\_  
Marshall S. Harris  
Incorporator

12/4/96  
\_\_\_\_\_  
Date

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR  
SERVICE OF PROCESS WITHIN THIS STATE AND  
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

DELLECKER & WILSON, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as Registered Agent, Robert Dellecker and Registered Office at 719 Vassar Street, Orlando, FL 32804, to accept service of process within this State.

**ACKNOWLEDGMENT:**

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



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Robert Dellecker  
Registered Agent

96 DEC -9 PM 12:12



THE UNITED STATES  
CORPORATION  
COMPANY

P96 000099567

ACCOUNT NO. : 072100000032

REFERENCE : 206811 4381472

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 87.50

ORDER DATE : December 31, 1996

ORDER TIME : 12:47 PM

ORDER NO. : 206811-005

CUSTOMER NO: 4381472

500002042875--6

CUSTOMER: Marshall Harris, Esq  
Broad And Cassel  
390 N. Orange Avenue  
Suite 1100  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: DELLECKER & WILSON, P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

FILED  
96 DEC 31 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
6 DEC 31 AM 2:34  
SIGN OF CORPORATION

1/2/97

FILED  
96 DEC 31 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DELLECKER & WILSON, P. A.

1. The name of the corporation is Dellecker & Wilson, P.A. (the "Corporation").
2. The original articles of incorporation of the Corporation were filed by the Department of State on December 9, 1996.
3. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"Article I - NAME.

The name of the Corporation is DELLECKER, WILSON & KING, P.A."

4. This Amendment was recommended by the Board of Directors to the Corporation's shareholders on December 30, 1996.
5. This Amendment was approved the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Dellecker & Wilson, P. A. has caused these Articles of Amendment to be executed on this 30th day of December, 1996.

DELLECKER & WILSON, P.A.

By: 

Robert Dellecker, President