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TINGIRIDES & SCHIRMER

ATTORNEYS AT LAW

STAVROS TINGIRIDES
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Civil Litigation
Corporate and Business Law
Estate Planning and Probate
General Practice
Real Estate
Title Insurance

December 13, 1996

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

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*****70.00 *****70.00

Re: TINGIRIDES & SCHIRMER, P.A.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Certificate of Designation of Registered Agent for the above-referenced corporation, along with a check for \$70.00 to cover the cost of:

1. filing the Articles of Incorporation, and
2. filing the Certificate of Designation of Registered Agent.

Please return a confirmation to this office in the enclosed envelope once the Articles have been filed.

If you have any questions, please do not hesitate to give me a call. Thank you for your kind assistance.

Very truly yours,



Matthew J. Schirmer

MJS:jp
Enclosure(s)

FILED
96 DEC 15 PM 12:32
TALLAHASSEE, FLORIDA
DIVISION OF STATE

nc 12/17/96

Articles of Incorporation
for
TINGIRIDES & SCHIRMER, P.A.
(for-profit corporation)

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The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be TINGIRIDES & SCHIRMER, P.A.

ARTICLE II - PURPOSES

The general purposes for which this Corporation is organized and the general nature of its business shall be to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with that business, including, but not limited to, the following:

- A. To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, assign, transfer, employ, or otherwise dispose of, encumber, or invest in or trade in such real estate, mortgages, stocks, bonds, and all types of personal and real property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.
- B. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.
- C. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- D. To form and become a participant in any partnership, limited partnership, or joint venture with any individuals, firms, corporation, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.
- E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings, and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.
- F. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose, the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Corporation Act as currently enacted and as may be hereafter amended or suspended by any other statute.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 800 North Belcher Road, Suite 4, Clearwater, Florida 34625.

ARTICLE V - CAPITALIZATION

The aggregate number of shares of stock which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00).

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent is Matthew J. Schirmer, Esquire and the street address of the initial Registered Office of this Corporation in the State of Florida is 800 North Belcher Road, Suite 4, Clearwater, Florida 34625. The Board of Directors may, from time to time and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

ARTICLE VII - INCORPORATORS

The name and address of the sole incorporator is Matthew J. Schirmer, Esquire, 800 North Belcher Road, Suite 4, Clearwater, Florida 34625.

ARTICLE VIII - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

ARTICLE IX - DIRECTORS

The number of Directors may be increased or decreased from time to time, by an amendment of the by-laws when such amendment is adopted by the stockholders, provided that the number of Directors shall never be less than one (1).

ARTICLE X - INITIAL DIRECTORS

This Corporation shall have two (2) Directors Initially. The name and addresses of the initial Directors are:

Stavros Tingirides, 800 N. Belcher Road, Suite \$, Clearwater, FL 34625
Matthew J. Schirmer, 800 N. Belcher Road, Suite \$, Clearwater, FL 34625

ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he serves as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section..

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the by-laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the by-laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such by-laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

The undersigned Incorporator has executed these Articles of Incorporation this 13TH day of DECEMBER, 1996.


Matthew J. Schirmer, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Matthew J. Schirmer, Esquire, well known to me and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he voluntarily executed these Articles of Incorporation for the use and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 13TH day of DECEMBER, 1996.


NOTARY PUBLIC

My Commission Expires:



TINGIRIDES & SCHIRMER, P.A.

(for-profit corporation)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Florida Statutes, sections 607.0501 and 48.091, and Article VI of the Articles of Incorporation of TINGIRIDES & SCHIRMER, P.A., organized under the laws of the State of Florida, the undersigned corporation submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is TINGIRIDES & SCHIRMER, P.A.
2. The name and address of the registered agent and office is:

Matthew J. Schirmer, Esquire
800 North Belcher Road
Suite 4
Clearwater, Florida 34625

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. I shall serve as Registered Agent until otherwise removed or until I resign pursuant to the laws of the State of Florida.

Dated DECEMBER 13, 1996.


Matthew J. Schirmer, Esquire

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