

GERALD K. BURTON, P.A.

GERALD K. BURTON, ESQ.

10 FAIRWAY DRIVE
SUITE 305
DEERFIELD BEACH, FLORIDA 33441

954/428-4166
FAX 954/428-1070

PA6000101545

December 12, 1996

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*****122.50 *****122.50

Department of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Gerald K. Burton, P.A.

Ladies/Gentlemen:

Enclosed please find the following for the purpose of incorporation:

1. Original and one copy of the Articles of Incorporation
2. Original and one copy of the Certificate Designating Registered Agent/Registered Office
3. Check/Money Order in the amount of ONE HUNDRED TWENTY TWO DOLLARS AND 50/100 (\$122.50) representing:

\$70.00 - Filing Fee

\$52.50 - Fee for Certified copy of Articles.

Please forward documents to the undersigned in the enclosed pre-addressed, stamped envelope.

Thank you for your prompt attention in this regard.

Very truly yours,

Gerald K. Burton, Esq.
For the Firm.

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 PM 12:42

ARTICLES OF INCORPORATION

OF

GERALD K. BURTON, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 16 PM 12:42

The Undersigned Incorporator(s), each of whom is duly licensed to practice the profession of law in the State of Florida, desires to form a Professional Corporation pursuant to Florida Statutes, Chapter 621 for the purposes of rendering legal services, and hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Gerald K. Burton, P.A.

The address of the corporation is:

10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441

County of Broward

ARTICLE II - NATURE OF BUSINESS

The purpose for which the corporation is formed is to engage in the general practice of law.

In connection with the above-mentioned purpose, the corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts to the extent permitted under Florida Statute Chapter 621.

ARTICLE III - CAPITAL STOCK

The total number shares of capital stock which the corporation shall be authorized to issue is FIVE HUNDRED (500) shares. Such shares shall be of a single class of common stock, and shall have a par value of ONE DOLLAR (\$1.00) per share, which shall be designated "Common Shares".

ARTICLE IV - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent is:

Gerald K. Burton
10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441

County of Broward

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall be governed by a Board consisting of no less than one (1) and no more than three (3) Directors. Directors shall be shareholders in the corporation and shall be elected by the shareholders.

The initial number of Directors constituting the initial Board of Directors is one (1), and the name(s) and post office address(es) of the person(s) who shall serve as Director(s) until their successors are elected and qualified are as follows:

Gerald K. Burton
10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441

ARTICLE VIII - RESTRICTIONS ON STOCK OWNERSHIP

The stock of Gerald K. Burton, P.A. shall be issued only to persons who are licensed to practice law in the State of Florida.

ARTICLE IX - VOTING RIGHTS

At all regular and special meetings of the shareholders, each shareholder shall have one (1) vote for each share held by him with respect to any matters to be voted on at any such meeting. Matters coming before the shareholders shall be decided by a vote of not less than fifty percent (50%) of the voting power present or represented at any meeting at which a quorum is present, unless otherwise provided by law or by amendment in these Articles or in the By-Laws.

ARTICLE X - TRANSFER OF STOCK

Shares of stock in the corporation may be transferred only to (1) the corporation, (2) one or more other shareholders in the corporation, or (3) a person who is licensed to practice law in the State of Florida. Any sale to a person who is not already a shareholder in the corporation must be approved in advance by vote or written consent of the holders of not less than seventy-five percent (75%) of the voting power.

ARTICLE XI - DISQUALIFICATION OF SHAREHOLDERS

If, for any reason whatsoever, any shareholder becomes disqualified to practice law in the State of Florida, or if, as a result of his voluntary act, any shareholder becomes limited or restricted in his practice of law in the State of Florida, such shareholder's right to own shares in the corporation shall cease and he shall dispose of his stock in the manner set forth in the shareholders Agreement between the stockholders.

ARTICLE XII - RESTRICTIONS ON SHAREHOLDERS

Each shareholder in the corporation, and each attorney employed by the corporation, shall practice law subject to the authority and powers of the Supreme Court of the State of Florida to regulate such practice, and each such person shall at all times remain subject to reprimand or discipline for his conduct as an attorney.

ARTICLE XIII - AMENDMENTS

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provision set forth in the By-Laws.

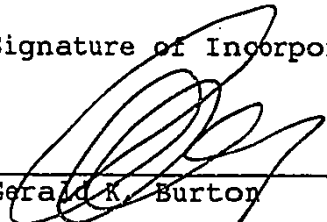
ARTICLE XIV - INCORPORATORS

The name and address of the undersigned incorporator to these Articles of Incorporation is as follows:

Gerald K. Burton
18051 Clearbrook Circle
Boca Raton, Florida 33498

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of December, 1996.

Signature of Incorporator



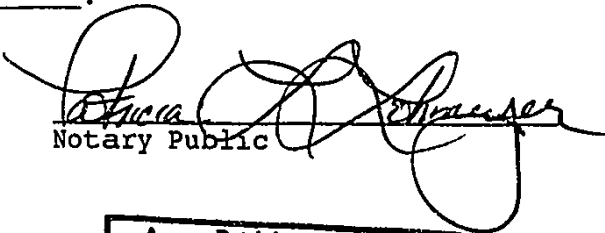
Gerald K. Burton

STATE OF FLORIDA)

) SS:

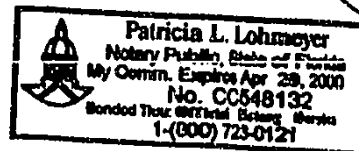
COUNTY OF BROWARD)

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day December, 1996, by Gerald K. Burton, incorporator of Gerald K. Burton, P.A., who is personally known to me or who has provided the following identification: _____



Notary Public

My Commission Expires:



Gerald K. Burton, P.A.

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Gerald K. Burton, P.A.

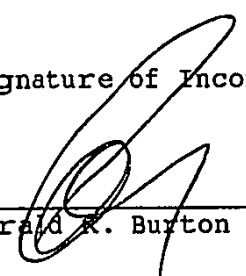
2. The name and address of the registered agent and office is:

Gerald K. Burton
10 Fairway Drive, Suite 305
Deerfield Beach, Florida 33441

County of Broward

Signature of Incorporator

Date: 12/12/96

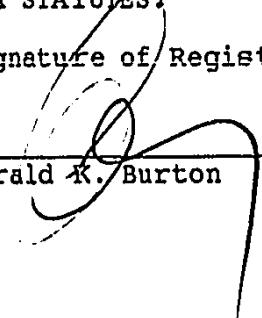


Gerald K. Burton

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, 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 SECTION 607.325 FLORIDA STATUTES.

Signature of Registered Agent

Date: 12/12/96



Gerald K. Burton