

P96000 103732

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Clair Jan
Zalasin PA

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
C U S- <u>500002039445-3</u>		
<input type="checkbox"/> Fictitious Name File	<u>-12727796-01069-006</u>	
	****122.50 ****122.50	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY DAP _____

WALK-IN
Will Pick Up 1227 1227

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

B. REGISTER DEC 27 1996
Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

96 DEC 27 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELAINE JAN ZALASIN, P.A.
A PROFESSIONAL CORPORATION

The undersigned, all of whom are duly licensed under the provisions of Chapter 475, Florida Statutes as a real estate salesperson, in the State of Florida, desiring to form a professional corporation in accordance with the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, adopt the following Articles of Incorporation:

I. NAME

The name of the professional Corporation is Elaine Jan Zalasin, P.A.

II. PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on all activities authorized by the provisions of Chapter 475, Florida Statutes, and to do those things that are necessary or proper in connection with the sale of real property, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation 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 other individuals, firms, corporations, 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 invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act as presently enacted and as may be amended or superseded by any other statute.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. REGISTERED OFFICE

The street address of the Corporation's initial registered office in this State is 1407 West Busch Boulevard, Tampa, Hillsborough County, Florida 33612. The initial registered agent(s) at the registered office is/are Albert C. Kreischer, Jr.

V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 5429 Windbrush Drive, Tampa, Florida 33625-4051.

VI. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed within the State of Florida under the provisions of Chapter 475, Florida Statutes.

VII. INCORPORATORS

The name and address of each incorporator is:

Elaine Jan Zalasini
5429 Windbrush Drive
Tampa, Florida 33625-4051

VIII. DIRECTORS

The initial Board of Directors shall consist of no less than one and no more than three members. The name(s) and address(es) of the Board of Directors is/are:

Elaine Jan Zalasini
5429 Windbrush Drive
Tampa, Florida 33625-4051

IX. SHARE STRUCTURE

Number and Type

9.1. The maximum number of shares that the Corporation is authorized to have outstanding is 1,000 shares, having a par value of \$1.00 per share.

Restrictions on Issuance and Transfer

9.2. No share of stock of this Corporation shall be issued or transferred to any person who is not duly licensed within the State of Florida under the provisions of Chapter 475, Florida Statutes.

Authority of Board of Directors

9.3. Shares without par value may be issued pursuant to subscription taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board, in its discretion, may fix different amounts of kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

9.4. The Board of Directors is authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends,

or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholders' Actions

9.5. To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote on that action) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officers, directors, shareholder or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of a majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction. No interested director may vote to authorize, ratify, or approve the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XII. INDEMNIFICATION

To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of the directors that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

XIII. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation on December 26, 1996.

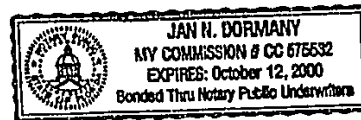
Elaine Jan Zalasyn
ELAINE JAN ZALASIN, Incorporator
License No. 0451065

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On December 26, 1996, before me, the undersigned officer, personally appeared ELAINE JAN ZALASIN, known to me to be the person whose names is subscribed to this document, and acknowledged that she executed the document for the purposes contained within it.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day
of December, 1996.

Jan H. Dormany
NOTARY PUBLIC
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE - NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

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

That Elaine Jan Zalasyn, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 5429 Windbrush Drive, Tampa, Hillsborough County, Florida, has named ALBERT C. KREISCHER, JR., of 1407 West Busch Boulevard, Tampa, Florida 33612, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation, at 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 said office.


ALBERT C. KREISCHER, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA