

P97000010828

PHILIP J. CROYLE & ASSOCIATES
ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

PHILIP J. CROYLE, J.D.*

In Association with
LAWRENCE SCANLON* **
SCANLON & HENRETTA CO., L.P.A.

*Also admitted in Ohio

**Certified Civil Trial

January 3, 1997

REPLY TO
FLORIDA [X]
1900 GLADES ROAD SUITE 401
BOCA RATON, FLORIDA 33431
(407) 750-1392
FAX (407) 750-8976

OHIO
76 S. MAIN STREET SUITE 1612
P.O. BOX 2004
AKRON, OHIO 44309-2004
(216) 376-1440

Corporate Record Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

100002064331--
-01/22/97-01077-002
***122.50 ***122.50

RE: LAWRENCE J. SCANLON, P.A.

Gentlemen:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation.

You will also find enclosed a check payable to the Secretary of State in the amount of \$122.50 to cover the filing fee.

The certified copy of the Articles of Incorporation should be mailed to the attention of the undersigned.

Very truly yours,

PHILIP J. CROYLE & ASSOCIATES


PHILIP J. CROYLE
For the Firm

PJC/jaw
Enclosures

1/27/97
JP
wa7
1098
FILED
97 FEB -4 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1997

PHILIP J. CROYLE
1900 GLADES ROAD STE 401
BOCA RATON, FL 33431

SUBJECT: LAWERENCE J. SCANLON, P.A.
Ref. Number: W97000001898

We have received your document for LAWERENCE J. SCANLON, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 097A00003950

ARTICLES OF INCORPORATION
OF
LAWRENCE J. SCANLON, P.A.

PHILIP J. CROYLE, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LAWRENCE J. SCANLON, P.A.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. NATURE OF BUSINESS

The purpose for which the corporation is organized 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 practice, 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, employ, or to otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal 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 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 ne 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 following business, transaction, 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 by-laws to carry these restrictions into effect.
- (g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporation purpose or the attainment of any of the objectives of the furtherance of any of the powers set forth in these Articles of Incorporation , out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statue.

ARTICLE III. PROFESSIONAL SERVICES

The professional services of the corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida.

Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with

any client wherein the right to select the person by which the services shall be rendered is delegated to the client.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS

The principal office and mailing address and street address of the initial registered office of the corporation is:

1900 Glades Road, Suite 352
Boca Raton, Florida 33431-7333

The name of the initial registered agent of the corporation at that address is **PHILIP J. CROYLE**, a natural person resident in the State of Florida.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors or Board of Directors.

ARTICLE VIII. BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the shareholders of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws


ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are:

**PHILIP J. CROYLE
1900 Glades Road, Suite 352
Boca Raton, FL 33431-7333**

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and

seal on this 3rd day of January, 1997.



PHILIP J. CROYLE, Subscriber



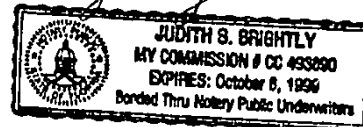
PHILIP J. CROYLE, Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **PHILIP J. CROYLE** and who is known to be the person described as the Subscriber and Registered Agent who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 3rd day of January, 1997.

Judith S. Brightly
Notary Public
State of Florida



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, the place designated in these Articles, 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 of the Florida General Corporation Act.

Dated: January 3, 1997

Philip J. Croyle
PHILIP J. CROYLE
REGISTERED AGENT