

P97000011591
TRANSMITTAL LETTER

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

SUBJECT: FORESTIER & LAUGHTON P.A.
(Proposed corporate name - must include suffix)

400002075834--4
-02/03/97--01041--006
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

~~\$78.75~~
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ralph B. Laughton
Name (Printed or typed)

12865 WEST DIXIE HWY
Address

M. Rimini, FL 33161
City, State & Zip

305-895-2400
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 1:25

Ralph Laughton
AUTHORIZATION BY PHONE *H. GAVE*
CORRECT *Effective Date*
DATE 2/5/97
DOC. EXAM. *gf*

NOTE: Please provide the original and one copy of the articles.

gf 2/5/97

EFFECTIVE DATE

2/5/97

ARTICLES OF INCORPORATION

FORESTIER & LAUGHTON, P.A.

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We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be **FORESTIER & LAUGHTON, P.A.**

ARTICLE II

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

The purpose for which a corporation is organized must be lawful. Section 607.0202(2)(b)1, Florida Statutes.

The Florida Professional Service Corporation and Limited Liability Company Act does not preclude a professional service corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investment, or from owning real or personal property necessary for the rendering of the professional services for which it was formed. See Section 621.08, Florida Statutes.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares of common stock at \$1.00 par value.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation.

ARTICLE V

The initial street address of the corporation shall be at: 12865 West Dixie Highway, North Miami, Florida 33161.

ARTICLE VI

The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have two (2) Directors.

ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholder shall, by a majority vote, determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) Director. At no time shall the corporation be managed by the stockholders unless there is at least one stockholder.

ARTICLE VIII

Any restriction imposed by the corporation on the sale or other disposition of its shares, or and on the transfer thereof, must be noted conspicuously on each certificate representing shares to which the restriction applies.

ARTICLE IX

The name and address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected, shall be:

NAME(S)	ADDRESS(S)	OFFICE
1. <u>RALPH B. LAUGHTON</u>	<u>573 NW 159 Lane, Pembroke Pines, FL 33028</u>	
2. <u>DAVID FORESTIER</u>	<u>12323 N.E. 11th Court, North Miami, Florida 33161</u>	
3.		
4.		
5.		
6.		
7.		

ARTICLE X

These Articles may be amended when approved by a majority of Directors and stockholders.

The corporation shall indemnify Directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they are, or have been, Directors or officers, except in relation to matters as to which any such Directors or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

ARTICLE XI

THE INCORPORATORS

The name and street addresses of the incorporators to these Articles of Incorporation are: Ralph B. Laughton, 573 NW 159 Lane, Pembroke Pines, FL 33028 and David Forestier, 12323 N.E. 11th Court, North Miami, Florida 33161.

ARTICLE XII

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

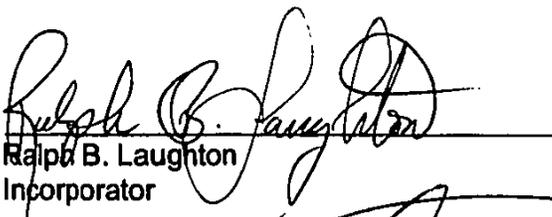
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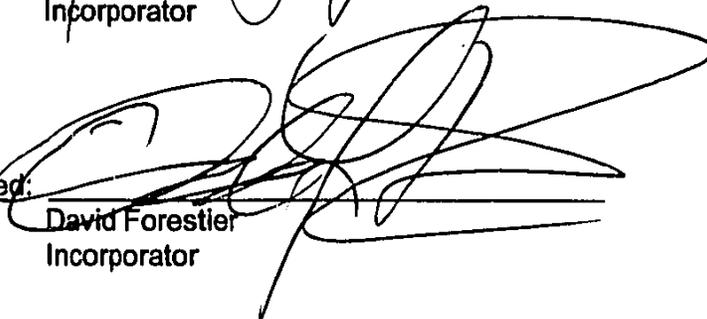
The registered agent to accept service of process within this State for said corporation shall be: Ralph B. Laughton, 573 NW 159 Lane, Pembroke Pines, FL 33028

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

Signed: 
Registered Agent

IN WITNESS WHEREOF, we the undersigned, being the original subscribers to the capital stock herein above named and the incorporators, for the purpose of forming a corporation to do business both within and without the State of Florida, under the law of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares herein above set forth, and hereunto set our hands and seals this 5th day of February 1997.

Signed: 
Ralph B. Laughton
Incorporator

Signed: 
David Forestier
Incorporator

STATE OF FLORIDA,)
) SS
COUNTY OF DADE:)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PH 1:25

BEFORE ME the undersigned authority personally appeared, RALPH B. LAUGHTON AND DAVID FORESTIER, incorporators, known by me to be the individuals described in, and who executed the foregoing Certificate of Incorporation OF THE LAW FIRM OF FORESTIER & LAUGHTON, P. A., and who has acknowledged before me that he executed the same for the purposes therein expressed.

_____ personally known or
_____ produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto affixed my official seal at North Miami, Florida, on this _____ day of _____, 1997.

Notary Public, State of Florida

My commission expires: