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FAX #: (305) 541-3770

NAME: SUSAN B. WIDDER & ASSOCIATES, INC.

AUDIT NUMBER.....H97000002457

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EMPIRE CORPORATE KIT

P.01/08



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 12, 1997

EMPIRE

SUBJECT: SUSAN B. WIDDER 7 ASSOCIATES, P.A.  
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## ARTICLES OF INCORPORATION

OF

SUSAN B. WIDDER &amp; ASSOCIATES, P.A.

I, the undersigned, subscribed to this Certificate of Incorporation, a natural person competent to contract, do hereby form a professional association for profit under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the professional association is SUSAN B. WIDDER & ASSOCIATES, P.A.

ARTICLE II  
DURATION

The term of existence of the professional association is perpetual.

ARTICLE III  
PURPOSE

The purposes for which the professional association is organized are:

a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

b. To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

c. To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

d. To sue and be sued, complain and defend in its corporate name, in all actions or proceedings.

Prepared By: Patricia E. Thorne  
4163 S. Congress Avenue  
Lake Worth, FL 33461  
561-439-1600  
FL Bar Number 343358

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e. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

f. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

g. To lend money and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes.

h. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

i. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof.

j. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

k. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

l. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without the state.

m. To elect or appoint officers and agents of the professional association and to define their duties and fix their compensation.

n. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the professional association.

o. To make donations for the public welfare or for charitable, scientific or educational purposes.

p. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

q. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other

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incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

r. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

s. To have and exercise all powers necessary or convenient to affect its purposes.

t. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock this professional association is authorized to have outstanding at any one time is 1,000 shares of common stock, each share having the par value of \$1.00. Each stockholder of the professional association shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

#### ARTICLE V INITIAL CAPITAL

The amount of capital with which the professional association shall begin business shall be not less than Five Hundred Dollars (\$500.00).

#### ARTICLE VI ADDRESS

The initial street address of the principal office of this professional association is to be at 5749 Turnwood Court, Jupiter, Fl 33458.

The Board of Directors may from time to time designate such other address and place for its principal office of this corporation as it may see fit.

#### ARTICLE VII DIRECTORS

The number of directors of this professional association shall be as provided by the bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the bylaws.

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**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the bylaws of this professional association, and the laws of Florida, shall hold office until their successors are chosen at the First Annual Meeting of this professional association to be held at the time and place provided for in the bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Susan B. Widder	5749 Turnwood Court Jupiter, Fl 33458

**ARTICLE IX  
SUBSCRIBERS**

The name and address of the subscribers to the Certificate of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Susan B. Widder	5749 Turnwood Court Jupiter, Fl 33458

**ARTICLE X  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5749 Turnwood Court, Jupiter, Florida 33458, and the name of the initial registered agent of this corporation is Susan B. Widder.

**ARTICLE XI  
BYLAWS**

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

**ARTICLE XII  
CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the shareholders.

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**ARTICLE XIII  
MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XIV  
ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this professional association may take action by written consent, as provided by law.

**ARTICLE XV  
INDEMNIFICATION**

The professional association shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XVI  
AMENDMENTS**

The professional association reserves the right to amend, alter, change, or repeal any provisions herein contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11<sup>th</sup> day of February, 1997.

Susan B. Widder  
SUSAN B. WIDDER

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 11<sup>th</sup> day of February, 1997, by SUSAN B. WIDDER, who is personally known to me and did/did not take an oath.

Kurt C. Ward  
NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:

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KURT C. WARD  
My Comm Exp. 3/18/98  
Bonded By Service Co.  
No. CC343615  
My Primary Name 1) Kurt C. Ward

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ACCEPTANCE OF REGISTERED AGENT

I, SUSAN B. WIDDER, do hereby accept the designation of  
Registered Agent for:

SUSAN B. WIDDER &amp; ASSOCIATES, P.A.

Susan B. Widder  
SUSAN B. WIDDER

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 12<sup>th</sup>  
day of FEBRUARY, 1997, by SUSAN B. WIDDER, who is personally known  
to me and did not take an oath.

Kurt C. Givens  
NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:



KURT C. GIVENS  
My Comm. Exp. 3/30/98  
Bonded By Service Inc  
No. CC343815  
H. Givens 11/2/97

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