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**PHILIP B. HARRIS  
ATTORNEY AT LAW**

259 Rutland Boulevard  
West Palm Beach, Florida 33405  
Telephone: (561) 582-1557  
Telefax: (561) 793-2900

February 12, 1997

**Via Federal Express**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002086731--2  
-02/13/97--01039--012  
\*\*\*122.50 \*\*\*122.50

Re: **PHILIP B. HARRIS, P.A.**

Dear Sir/Madame:

Enclosed please find the original and two (2) duplicate copies of the Articles of Incorporation of the above-captioned proposed corporation. The duplicates have been subscribed and acknowledged by the incorporator in the same manner as the original.

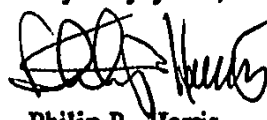
A check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

**TOTAL \$122.50**

Please endorse your approval of the Articles of Incorporation on the two (2) duplicate copies, certify and return them to me.

Very truly yours,



Philip B. Harris

PBH/ms  
Enclosure

FEB 17

BSB

FILED  
7 FEB 13 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**PHILIP B. HARRIS, P.A.**

**FILED**

97 FEB 13 AM 9:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of the professional service corporation is PHILIP B. HARRIS, P.A.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 259 Rutland Boulevard, West Palm Beach, Florida 33405.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 100 shares of common stock without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

**ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 259 Rutland Boulevard, West Palm Beach, Florida 33405. The name of the initial registered agent at that address is Philip B. Harris.

## **ARTICLE VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

<b>Name</b>	<b>Address</b>
Philip B. Harris	259 Rutland Boulevard West Palm Beach, Florida 33405

## **ARTICLE VIII. SUBSCRIBER**

The name and address of the person signing these articles of incorporation as subscriber is:

<b>Name</b>	<b>Address</b>
Philip B. Harris	259 Rutland Boulevard West Palm Beach, Florida 33405

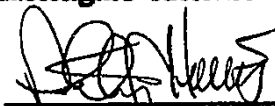
## **ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

### ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on February 12, 1997.



Philip B. Harris

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing articles of incorporation were acknowledged before me on this 12th day of February, 1997, by Philip B. Harris, who is personally known to me and did not take an oath.



Notary Public -- State of Florida

Print, Type, or Stamp  
Commissioned  
Name of Notary Public



Harris/Personal

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

In pursuance of Section 48.091 and Chapters 607 and 621, Florida Statutes, Philip B. Harris, P.A. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 259 Rutland Boulevard, West Palm Beach, Florida 33405 has named Philip B. Harris located at 259 Rutland Boulevard, West Palm Beach, Florida 33405, as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:   
Philip B. Harris, Registered Agent

**FILED**  
97 FEB 13 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA