

# P970000016483

## 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 \$ \_\_\_\_\_

97 FEB 20 PM 3:10  
DIVISION OF REGISTRATION

FILED  
97 FEB 20 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL FEB 20 1997

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY AAA

WALK-IN  
Will Pick Up 2/20 11:00

RE: Kalogianis Simoni,  
& Bacca, P.A.

	C.C. FEE.	DISBURSED
<input 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"/> <del>Art.</del> Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	02/21/97 01008-020 *****70.00 *****70.00	
<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 \_\_\_\_\_

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

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**

**ARTICLES OF INCORPORATION**

**97 FEB 20 PM 4: 15**

**FOR**

**KALOGIANIS, SIMEONI & BACCA, P.A. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as Incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Professional Service Corporation Act (the "Act") and other laws of the State of Florida, as follows:

**ARTICLE I. CORPORATE NAME.**

The name of the Corporation is:

**KALOGIANIS, SIMEONI & BACCA, P.A.**

**ARTICLE II. TERM OF EXISTENCE.**

The date when corporate existence will commence upon the filing of these articles of incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

**ARTICLE III. PRINCIPAL OFFICE.**

The principal place of business and mailing address of the Corporation are:

**KALOGIANIS, SIMEONI & BACCA, P.A.  
4821 U.S. HIGHWAY 19, SUITE #3  
NEW PORT RICHEY, FLORIDA 34652**

**ARTICLE IV. CAPITAL STOCK.**

(a) The Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in

exchange for Common Stock and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### **ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent are:

**JEFFREY A. BACCA, ESQUIRE  
4821 U.S. HIGHWAY 19, SUITE #3  
NEW PORT RICHEY, FLORIDA 34652**

#### **ARTICLE VI. INCORPORATOR.**

The name and street address of the Incorporator to these Articles of Incorporation is:

**JEFFREY A. BACCA  
4821 U.S. HIGHWAY 19, SUITE #3  
NEW PORT RICHEY, FLORIDA 34652**

#### **ARTICLE VII. PURPOSE.**

The Corporation is organized for the following purposes:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice and render legal services therein.

(b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services.

(c) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes of objectives of the Corporation.

(d) The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, the Corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

#### ARTICLE XIII. DIRECTORS.

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws if the Corporation, provided that the Corporation shall always have at least one (1) director and no more than ten (10) directors. The name and address if the initial directors if the Corporation, who shall serve until his successor(s) is(are) duly elected and qualified, are:

Name	Address
Constantine Kalogianis	5939 Mockingbird Drive New Port Richey, FL 34652
Jeffrey A. Bacca	4921 Bonito Drive New Port Richey, FL 34652
Serbo C. Simeoni	2229 Fox Chase Boulevard Palm Harbor, FL 34684

#### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's board of directors.

#### **ARTICLE X. STOCKHOLDERS**

(a) The Corporation's common stock shall be issued only to individuals who are duly licensed to render services as attorneys at law under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed as an attorney at law under the laws of the State of Florida.

(b) If any shareholder of the Corporation becomes legally disqualified within the State of Florida to render professional legal services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional legal services, such shareholder shall sever all employment with and financial interest in the Corporation.

(c) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

#### **ARTICLE XI. INDEMNIFICATION.**

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

#### **ARTICLE XII. ADDITIONAL CORPORATE POWERS.**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, the Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this

Corporation has the direct or incidental authority to pursue.

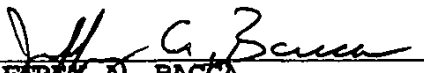
(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the Bylaws or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

(c) To adopt, for the benefit of the employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift (savings) plan, or (5) other retirement, incentive compensation or employee benefit plan.

#### ARTICLE XIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

The undersigned has executed these Articles of Incorporation this 18th day of February, 1997.

  
JEFFREY A. BACCA  
Incorporator

66ARTPA.KSB

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

97 FEB 20 PM 4: 15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE  
STATE OF FLORIDA.

1. The name of the corporation is:  
Kalogianis, Simeoni & Bacca, P.A.

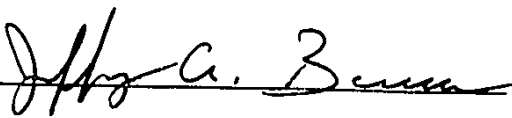
2. The name and address of the registered agent and office are:

Jeffrey A. Bacca

4821 U.S. Highway 19, Suite #3

New Port Richey, Florida 34652

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(signature)

2-18-97

(date)