

PA7000020076

Karen T. Marriott, Esquire
1541 Brickell Avenue, #504
Miami, Florida 33129

February 24, 1997

Secretary of State
Corporate Division
The Capital
409 East Gaines Street
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
CORPORATIONS
97 FEB 27 AM 10:13

RE: Marriott & Associates, P.A.

Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

FILING FEE	\$ 35.00
CERTIFIED COPY	\$ 52.50
REGISTERED AGENT FEE	\$ 35.00
TOTAL	<u>\$ 122.50</u>

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****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Very truly yours,


Karen T. Marriott

Enc.

ca 3/5/97

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 27 AM 10:13

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida statutes, does hereby adopt the following Articles of Incorporation:

I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this Corporation shall be Marriott & Associates, P.A.

The principal office of this corporation shall be 1541 Brickell Avenue, #504, Miami, Florida 33129.

The mailing address of this corporation shall be P.O. Box 34-7422, Coral Gables, Florida 33234

II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law and all its fields of specializations, as are engaged in by licensed attorneys;
- b. To engage and render the professional services involved only through its officers, agents and employees who

shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at one cent, (\$0.01) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 1541 Brickell Avenue, #504, Miami, Florida 33129; and the name of its initial registered agent at said address is Karen Marriott.

VI

INCORPORATOR

The name and address of the Incorporator is as follows: Karen T. Marriott, 1541 Brickell Avenue, #504 Miami, Florida 33129.

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Directors of this corporation are: Karen T. Marriott, 1541 Brickell Avenue, #504 Miami, Florida 33129.

VIII
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if Consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate record.

IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accept employment that places restrictions or limitations on his/her continued rendering of such professional services, she/he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay her/him all amounts owing and lawfully due to her/him by the corporation, except that such shares shall not be entitled to dividends.

X
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary

of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

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

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided such amendments be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed

these Articles of Incorporation in State of Florida,
this 24th day of Feb, 1997

[Signature]
INCORPORATOR
[Signature]
REGISTERED AGENT

STATE OF FLORIDA COUNTY OF DADE

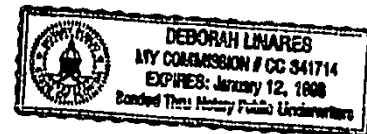
BEFORE ME, the undersigned authority, personally appeared Baren T. Marriott ^{Produced to} who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Dade in the said County and State, this 24th day of February 1997

My Commission Expires:

NOTARY PUBLIC

[Signature]



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is Marriott & Associates, P.A.
2. The name and address of the registered agent and office of the Corporation is:

NAME: Karen Marriott

STREET ADDRESS: 1541 Brickell Avenue, #504

CITY, STATE, ZIP: Miami, Florida 33129.

SIGNED:

Karen T. Marriott
NAME OF CORP. OFFICER

Incorporator / Director
TITLE

2/24/97
DATE

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.

David L. Lowe
2/24/97
DATE:

FILED
STATE
CORPORATIONS
97 FEB 27 11:10:13