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G. PHILIP J. ZIES, ESQ.
15 East Silver Palm Avenue
Melbourne, Florida 32901

Telephone (407) 722-3222

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February 26, 1997

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

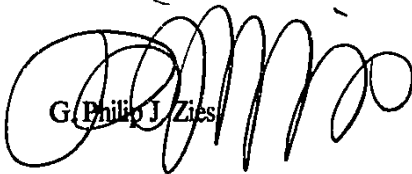
RE: Articles of Incorporation of
Zies Brothers, P.A.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Zies Brothers, P.A. Also enclosed, please find check #798 in the amount of \$122.50 as the required fee to process said documents. Please file same and return a copy to my office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


G. Philip J. Zies

encl. as stated

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97 FEB 28 AM 10:59
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ZIES BROTHERS, P.A.

FILED

97 FEB 28 AM 10: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract and duly licensed to practice law in the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, Florida Statutes 621.01 et seq., and other laws of the State of Florida.

ARTICLE I.- NAME

The name of this corporation is **ZIES BROTHERS, P.A.**

ARTICLE II.- ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:
15 East Silver Palm Avenue, Melbourne, Florida 32901.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III.- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV.- REGISTERED AGENT

The initial registered agent of this corporation is G. Philip J. Zies, Esquire, and the registered office is located at 15 East Silver Palm Avenue, Melbourne, Florida 32901.

ARTICLE V.- INCORPORATOR

The name and address of each incorporator to these Articles of Incorporation, who is a member of the Florida Bar, duly licensed under the laws of the State of Florida to practice law, is:

<u>Name</u>	<u>Address</u>
G. Philip J. Zies	15 East Silver Palm Avenue Melbourne, Florida 32901

ARTICLE VI.- INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
G. Philip J. Zies	15 East Silver Palm Avenue Melbourne, Florida 32901
Peter J. Basil Zies	15 East Silver Palm Avenue Melbourne, Florida 32901

ARTICLE VII.- NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is the practice of law.

To engage in every phase and aspect of the business of rendering the same professional services to the public that any and all attorneys at law, duly licensed under the laws of the State of Florida, are authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed and/or authorized under the laws of the State of Florida to practice law therein.

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, 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 of the purposes or attainment of the objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE VIII.- 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 objects hereinabove stated, this corporation shall have, all and singular, the following powers:

This corporation shall have the power 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, association or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no Shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- 1) a pension plan;
- 2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
- 3) a stock bonus plan;
- 4) a thrift savings plan;
- 5) a restricted stock option plan; or
- 6) other retirement or incentive compensation plans.

ARTICLE IX.- LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice hereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock. No Shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a Shareholder of this corporation. If any Shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to public office that places restrictions or limitations upon his

continuous rendering of such professional services, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the Shareholders.

ARTICLE X.- VOTING TRUSTS

No Shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

ARTICLE XI.- CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII.- DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Shareholders, but shall never be less than one (1). If required by the ethics of the legal profession, Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

ARTICLE XIII.- REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the Shareholders by the same vote as that required to elect a Director.

ARTICLE XIV.- TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE XV.- INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE XVI.- SUBSCRIBERS

The names and addresses of each subscriber of these Articles of Incorporation, who are members of the Florida Bar, duly licensed under the laws of the State of Florida to practice law, and the number of shares of stock each agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
G. Philip J. Zies	15 East Silver Palm Avenue Melbourne, Florida 32901	1000
Peter J. Basil Zies	15 East Silver Palm Avenue Melbourne, Florida 32901	1000

Said subscribers allege and certify that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereof.

ARTICLE XVII.- CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, association or corporation, shall be affected by

the fact that any Director of this corporation is a party in any way connected with such person, firm, association or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any person, firm, association or corporation in which he may be in any way interested.

ARTICLE XVIII.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

ARTICLE XIX.- AMENDMENT- NATURE OF BUSINESS

In the event the ownership of shares of the corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of The Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all the Shareholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes except that the corporation shall not conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition provided all of the Directors and all of the Shareholders sign a written

statement manifesting their intention that the amendment of these Articles of Incorporation herein set forth be made, and the said written statement is filed in the office of the Secretary of State in accordance with the provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, the incorporator hereof has executed these Articles of Incorporation, this 25th day of FEBRUARY, 1997.


G. Philip J. Zies, Incorporator

Acceptance by Registered Agent:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the duties and responsibilities of Registered Agent for said corporation.


G. PHILIP J. ZIES - Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared G. PHILIP J. ZIES, to me known to be the person described as the incorporator and registered agent in and who executed the foregoing Articles of Incorporation, who being duly sworn deposes and says that the contents of the foregoing are true and correct to the best of his knowledge, and he further acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 25th day of FEBRUARY, 1997 and in witness whereof I have set my hand and affixed my official seal in the County and State last aforesaid.


NOTARY PUBLIC

My commission Expires:

FILED
91 FEB 28 AM 10:59
TALLAHASSEE, FLORIDA