

PA 7000021533  
LAW OFFICES  
WALLACE, BAUMAN, FODIMAN & SHANNON, P.A.

BRYAN W. BAUMAN  
TODD A. FODIMAN  
MICHAEL G. SHANNON  
MILTON J. WALLACE

SIXTH FLOOR  
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CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-9991  
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February 28, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-03/04/97--01045--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Mark D. Wallace, P.A.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our check in the amount of \$122.50, representing the following:


Filing Fee	\$	35.00
Resident Agent's Certificate		35.00
Certified Copy:		<u>52.50</u>
Total:	\$	122.50

Please return the certified copy of the Articles to the undersigned.

Thank you for your cooperation.

Very truly yours,

WALLACE, BAUMAN  
FODIMAN & SHANNON, P.A.

  
MILTON J. WALLACE

MJW/tz  
Encl.

97 MAR -11 PM 12: 57  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

97  
3/10/97

**ARTICLES OF INCORPORATION**

**OF**

**MARK D. WALLACE, P.A.**

FILED  
STATE OF FLORIDA  
CORPORATIONS  
97 MAR -6 PM 12:57

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and an attorney duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the Professional Service Corporation Act and other laws of the State of Florida.

**I.**

The name of the Corporation is:

**MARK D. WALLACE, P.A.**

**II.**

1. The general nature of the business to be transacted by this corporation shall be:

(a) To engage in the practice of law and such other businesses permitted under the laws of the State of Florida. All professional services shall be rendered only through those officers, employees and agents of the corporation who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

(b) To conduct its business at multiple locations and to have one or more offices at multiple locations.

(c) To lend money to, guarantee the debts or obligations of, or otherwise assist any other person including but not limited to any officers, stockholder, or employee of the corporation and to encumber the property of this corporation as security for such guarantee.

(d) To do everything necessary and proper for the accomplishment of the objectives set forth in these Articles of Incorporation.

(e) To exercise any other corporate power conferred by the laws of the State of Florida, it being understood that the foregoing powers are in addition to, and not in limitation of, those conferred by law.

2. The foregoing paragraph sets forth the objectives and purposes of this Corporation. The foregoing shall not limit or restrict the purposes of the corporation otherwise permitted under law. Nothing contained anywhere in these Articles of Incorporation shall create or authorize any corporate power, the exercise of which would cause the corporation to fail to qualify under Chapter 621 of the Florida Statutes.

III.

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000,000 shares of \$.001 par value common stock.

IV.

1. This corporation is to exist perpetually.
2. The corporate existence of this corporation shall commence on the date the Articles of Incorporation are filed with the Secretary of State.

V.

The street address of the initial registered office and the name of the initial registered agent shall be:

<b>NAME</b>	<b>ADDRESS</b>
MARK D. WALLACE	2222 Ponce de Leon Blvd., Suite 600 Coral Gables, Florida 33134

VI.

The name and post office address of each subscriber to these Articles of Incorporation shall be:

<b>NAME</b>	<b>ADDRESS</b>
MARK D. WALLACE	2222 Ponce de Leon Blvd., Suite 600 Coral Gables, Florida 33134

VII.

The power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

VIII.

The corporation shall have one director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws.

The name and address of the initial director is as follows:

<b>NAME</b>	<b>ADDRESS</b>
MARK D. WALLACE	2222 Ponce de Leon Blvd., Suite 600 Coral Gables, Florida 33134

IX.

The corporation shall indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any

other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

#### **ARTICLE IX**

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and

without the State of Florida, under the laws of Florida, does make and file these Articles,  
hereby declaring and certifying that the facts herein stated are true, and executes these  
Articles of Incorporation this 25<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
MARK D. WALLACE (SEAL)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

97 MAR -4 PM 12:57

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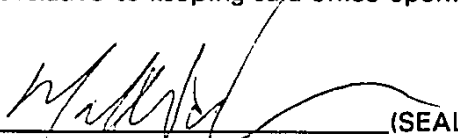
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in  
Compliance with said Act:

**MARK D. WALLACE, P.A.**

desiring to organize under the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, at 2222 Ponce De Leon Blvd., Suite 600, Coral  
Gables, Florida 33134, has named Mark D. Wallace as its agent to accept service of process  
within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated  
corporation, at the place designated in this certificate, I hereby agree to act in this capacity,  
and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_(SEAL)  
MARK D. WALLACE, Registered Agent