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*Gerard H. Bencen, Esq.*

Patent Attorney

426 Anderson Court  
Orlando, Florida 32801

Phone: (407) 246-0444  
Fax: (407) 246-1879

June 10, 1997

Secretary of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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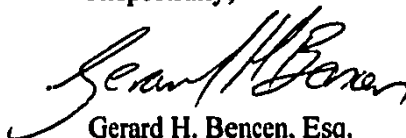
Re.: Articles of Incorporation for GERARD H. BENCEN, P.A.

To the Secretary of State:

Please find enclosed with this letter the original and one copy of the ARTICLES OF INCORPORATION for GERARD H. BENCEN, P.A., a new corporation the formation of which under the laws of the State of Florida is hereby requested. The purpose of this new corporation is to provide legal services. Also enclosed is a check in the amount of \$122.50, in order that a certified copy of the registered ARTICLES OF INCORPORATION will be provided in response to this request.

Should there be any need to obtain further information regarding this request or the attached articles, I can be reached at the above noted address, phone and fax number.

Respectfully,

  
Gerard H. Bencen, Esq.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 12 AM 10:42

*97/6/13/97*

EFFECTIVE DATE

6/15/97

**ARTICLES OF INCORPORATION  
OF  
GERARD H. BENCEN, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 12 AM 10:42

The undersigned, all of whom are duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

**I. NAME**

The name of the Corporation is GERARD H. BENCEN, P.A.

**II. REGISTERED OFFICE**

The location and address of the Corporation's initial registered office in this State is 426 Anderson Court, Orlando, Florida 32801, Orange County. The initial registered agent at the registered office is GERARD H. BENCEN.

**III. PRINCIPAL PLACE OF BUSINESS**

The location of the principal place of business of the corporation shall be 426 Anderson Court, Orlando, Florida 32801.

**IV. PURPOSE**

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of law including but not limited to patent, trademark, copyright, trade secret and other branches of intellectual property law within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry

out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings, and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred may vote and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, legal, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as it may hereafter be amended or superseded by any other statute.

## **V. DURATION**

The term of existence of the corporation is perpetual, commencing June 15, 1997.

## **VI. PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law including but not limited to patent law within the State of Florida or otherwise as permitted by law. Professional services shall be rendered in each case by the officer, employee, or agent designated

solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by whom the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of legal practice.

#### **VII. INCORPORATORS**

The name and post office address of the incorporator is:

GERARD H. BENCEN  
426 Anderson Court  
Orlando, Florida 32801

#### **VIII. DIRECTORS**

The Board of Directors shall consist of at least one (1) member and no more than five (5).  
The name and address of the first Board of Directors is:

GERARD H. BENCEN  
426 Anderson Court  
Orlando, Florida 32801

#### **IX. CAPITAL STOCK**

##### **9.1 Number and Type**

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000 shares. Such shares shall be of a single class of common stock, and shall have a par value of \$.01 per share.

##### **9.2 Restrictions on Issuance and Transfer**

No share of stock of this Corporation shall be issued or transferred to any person who is not an attorney, duly licensed to practice law in the State of Florida.

### **9.3 Dividends**

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however, created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

### **9.4 Shareholders' Actions**

To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon), entitling them to exercise a majority of the voting power of the Corporation, shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

## **X. STATED CAPITAL**

The amount of capital with which the Corporation shall begin business is \$500.00.

## **XI. AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. Every shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

## **XII. INTERESTED DIRECTORS AND OFFICERS**

A director or officer of the Corporation shall not be disqualified from office for dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

## **XIII. INDEMNIFICATION**

### **13.1 Right to Indemnification**

The Corporation shall indemnify and hold harmless each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all

expenses, judgments, decrees, fines, penalties , or other amounts paid in satisfaction of , in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other cost of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed b a majority of all of the directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of his or her duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or is threatened with the action, suit or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

### **13.2 Written Demand for Indemnification**

Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President of the secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of Paragraph 13.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the

court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

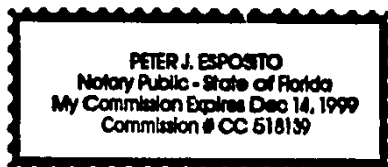
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10<sup>th</sup> day of June, 1997.


  
GERARD H. BENCEN

STATE OF FLORIDA  
COUNTY OF ORANGE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 12 PM 10:42

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of June, 1997 by GERARD H. BENCEN, who is personally known to me or who has produced FLORIDA  
DRIVERS LICENSE as identification and who did/did not take an oath.



  
Notary Public

**ACCEPTANCE AS REGISTERED AGENT**

I, GERARD H. BENCEN, the undersigned, do hereby accept designation as Registered Agent for the above-named corporation.

  
GERARD H. BENCEN