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Law Office of
Dave K. Roy
Attorney at Law
The Baristers Building
1615 Forum Place, Suite 300
West Palm Beach, FL 33401
(561) 697-8700
(561) 697-3135 fax

July 2, 1997

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

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-07/07/97--01147--008
*****70.00 *****70.00

Re: Incorporation; Law Office of Dave K. Roy, A Professional Association

To Whom It May Concern,

Please file these documents to incorporate Law Office of Dave K. Roy as a professional association. If you have any problems, please feel free to call me.

Enclosed is check #1115 for \$70.00 for the incorporation of Law Office of Dave K. Roy, A Professional Association. Please stamp a copy of the articles and return them to my office. I do not require a "certified" copy.

Thank you in advance for your time and consideration.

Very Truly Yours,

Marisa Lorello

Marisa Lorello, Legal Assistant

JUL 8

DAVE ROY

GAVE

AUTHORIZATION BY PHONE TO

CO

D

DATE

(Suffix) (take (A) out)

6/8/97

BSB

FILED
JUL -7 AM 11:35
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LAW OFFICE OF DAVE K. ROY,

PROFESSIONAL ASSOCIATION

FILED

97 JUL -7 AM 11:35

TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I - NAME

The name of the corporation shall be Law Office Of Dave K. Roy, Professional Association.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in the rendering of legal services through its appropriately licensed partners and associates.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1000) shares of common stock having a par value of \$.01 per share.

ARTICLE IV - ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered office and principal place of business of the corporation shall be:

1615 Forum Place, Suite 300
West Palm Beach, Florida 33401

The initial Registered Agent for the corporation at that address is

Dave K. Roy, Esquire

ARTICLE V - SPECIAL PROVISIONS

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Articles of Incorporation

Law Office of Dave K. Roy, Professional Association

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

DAVE K. ROY (d/p/vp/t/s/)
1615 Forum Place, Suite 300
West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Dave K. Roy
1615 Forum Place, Suite 300
West Palm Beach, FL 33401

ARTICLE X INCORPORATOR

The undersigned incorporator executed these Articles of Incorporation on JULY 21 1997.



DAVE K. ROY

Certificate of Designation Registered Agent and Registered Office

CORPORATION: Law Office of Dave K. Roy, Professional Association

REGISTERED AGENT:

**Dave K. Roy
1615 Forum Place, Suite 300
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DAVE K. ROY

Date: 7/2/97

Dave K. Roy, FL Bar Member #0092551
1615 Forum Place, Suite 300
West Palm Beach FL 33401
561 -697-8700 • Fax 561 -697-3135

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97 JUL -7 AM 11:35
TALLAHASSEE, FLORIDA

WRITTEN CONSENT OF DIRECTORS TO ORGANIZE LAW OFFICE OF DAVE K. ROY, PROFESSIONAL ASSOCIATION

The Board of Directors hereby takes the following actions by unanimous written consent to organize this Florida corporation:

1. Articles of Incorporation. The articles of incorporation the Corporation are approved.
2. Officers. The following persons are appointed to the offices set forth opposite their names to serve until their successors are appointed:

President -	Dave K. Roy
Vice President -	Dave K. Roy
Treasurer -	Dave K. Roy
Secretary -	Dave K. Roy

3. Bylaws. The bylaws that are in the Corporate Records binder are adopted and approved as the bylaws of the Corporation.

4. Stock Certificates. The common stock certificates that are in the Corporate Records binder are approved as the form to be used in issuing shares of common stock of the Corporation.

5. Bank Account. The officers are directed to open an account with a bank or other financial institution and to deposit in that account all funds of the Corporation. All resolutions required to open an account in accordance with this paragraph are adopted as the action of the Board of Directors.

6. Organizational and Start-up Expenditures. The officers of the Corporation are authorized to elect to amortize organizational and qualified start-up expenditures in accordance with Sections 248 and 195 of the Internal Revenue Code, as amended.

7. Approval of Prior Actions. All lawful actions by the incorporator and its representatives which were taken on behalf of the Corporation prior to the effective date of this written consent are approved.

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Consent to Organize

The Law Office of Dave K. Roy, Professional Association

8. Subscription For Shares of the Corporation. For the consideration determined by the Board of Directors to be adequate, the Corporation will issue a stock certificate for shares of the Corporation's common stock to each person named below:

<u>Shares</u>	<u>Shareholder</u>
100	Dave K. Roy

The undersigned, constituting the Corporation's entire Board of Directors executed this written consent effective as of the 2nd day of July, 1997.



Dave K. Roy