

997000060614
Philip E. Goss, Jr., Esq.

1172 South Dixie Highway, #188
Coral Gables, FL 33146

Phone (305) 883-0130
Fax (305) 668-7189
Voice Mail (800) 721-0223

June 25, 1997

EFFECTIVE DATE
10-25-97

Florida Department of State
Division of Corporations, New Filing Department
P.O. Box 6327
Tallahassee, FL 32314

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-06/30/97--01038--014
***122.50 ***122.50

RE: Philip E. Goss, Jr., P.A.

Dear Sir/Madam:

Enclosed for filing, please find three an original and two (2) copies of the articles of incorporation for the above referenced corporation, in addition to the applicable filing fee. Please return the filed copy to me at the address given in the articles. Thank you for your assistance.

Very truly yours,

Philip E. Goss, Jr.
Philip E. Goss, Jr.

W9715386

AL JUL 11 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1997

PHILIP E. GOSS, JR.
1172 SOUTH DIXIE HIGHWAY #188
CORAL GABLES, FL 33146

SUBJECT: PHILIP E. GOSS, JR., P.A.
Ref. Number: W97000015386

We have received your document for PHILIP E. GOSS, JR., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 797A00034686

Philip E. Goss, Jr., Esq.

1172 South Dixie Highway, #188
Coral Gables, FL 33146

Phone (305) 883-0130
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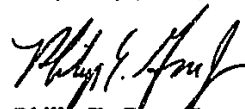
July 8, 1997

Agnes Lunt, Corporate Specialist
Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
RE: Philip E. Goss, Jr., P.A.
Ref. # 97000015386

Dear Ms. Lunt:

Enclosed please find a revised set of the articles of incorporation for the above referenced corporation. The changes requested are contained on the first page. Thank you for your help and consideration.

Very truly yours,


Philip E. Goss, Jr.

ARTICLES OF INCORPORATION

OF

Philip E. Goss, Jr., P.A.

FILED

97 JUL -2 PM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, hereby forms a professional service corporation for the practice of law under the laws of the State of Florida.

EFFECTIVE DATE
6-25-97

ARTICLE I

NAME

The name and address of the corporation shall be:

Philip E. Goss, Jr., P.A.
1172 South Dixie Highway, Ste. 188
Coral Gables, FL 33146

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for sole and specific purpose of rendering professional legal services, as defined by s.621, FLORIDA STATUTES, the Professional Service Corporation Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable. Shares of

Stock may only be issued to individuals who are licensed to practice law within the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation which is the 25th day of June, 1997.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the Corporation shall be:

Philip E. Goss, Jr.
1401 Baracoa Avenue
Coral Gables, FL 33146

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

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof at the price at which is offered to others.

ARTICLE VII

DIRECTORS

This Corporation shall have one(1) Director, initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1). The name and street address of the initial member of the Board of Directors is:

Philip E. Goss, Jr.
1401 Baracoa Avenue
Coral Gables, FL 33146

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Philip E. Goss, Jr.
1401 Baracoa Avenue
Coral Gables, FL 33146

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals

contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 25th day of June, 1997.

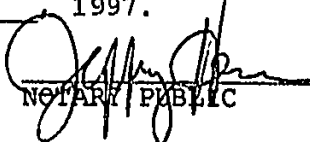

Philip E. Goss, Jr.

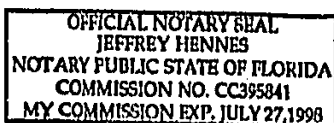
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Philip E. Goss, Jr., to me known to be the person described as Incorporator or who has produced Florida Drivers License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation and did/did not take an oath.

WITNESS my hand and official seal at DADE County, Florida, this 25th day of JUNE, 1997.

My Commission Expires:


NOTARY PUBLIC



FILED

97 JUL -2 PM 10:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Philip E. Goss, Jr., P.A., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Philip E. Goss, Jr., 1401 Baracoa Avenue, Coral Gables, FL 33146, County of Dade, State of Florida, 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, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


Philip E. Goss, Jr.