

P97000072039

AVOLIO AND HANLON
A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

2730 U.S.1 SOUTH
SUITE J
ST. AUGUSTINE, FL 32086
(904)794-7005
FAX (904)794-7007

Writer's Direct No. (904) 794-0600

1351 KUSER ROAD
TRENTON, NJ 08619
(609)581-3700
FAX (609)581-8798

14 NJ PLAZA
9TH STREET
OCEAN CITY, NJ 08226
(609)398-6966
FAX (609)398-5503

THE CROSSINGS BUILDING
1098 WASHINGTON CROSSING ROAD
SUITE #2
WASHINGTON CROSSING, PA 18977
(215)493-7558
FAX (215)396-0388

ROBERT P. AVOLIO *

TRACY L. MARKHAM *

▼ NJ, PA & FL BARS
* NY & FL BARS

August 15, 1997

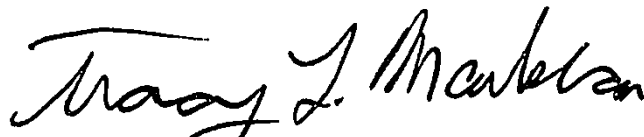
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Tracy L. Markham, P.A.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

A check for \$122.50 is enclosed. This represents payment for the filing of both documents, and for a certified copy of the Articles of Incorporation. Please advise if anything further is needed.

Very truly yours,


Tracy L. Markham

400002270304-- 1
-08/18/97--01134--014
****122.50 ****122.50

Enclosures: 2

FILED
97 AUG 18 AM 10:16
TALLAHASSEE, FLORIDA

9/18/97

ARTICLES OF INCORPORATION

OF

TRACY L. MARKHAM, P.A.

FILED
97 AUG 18 AM 10 16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, for the purposes of forming a corporation under the Florida Professional Service Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS: The name of the Corporation is: Tracy L. Markham, P.A. and its address is 2730 U.S. 1 South, Suite J, St. Augustine, Florida 32086.

ARTICLE 2. DURATION: This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE 3. PURPOSE: The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact business and for which corporations may be incorporated under the Florida Professional Service Corporation Act, Florida Statute, Chapter 621.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. SPECIFIC NATURE OF BUSINESS: To practice the profession and activity as a licensed attorney under regulation and proper licensing by The Florida Bar.

ARTICLE 5. CAPITAL STOCK: The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. At no time shall any other person, corporation, or other entity, hold shares of this corporation unless they are a properly licensed attorney licensed under the authority of The Florida Bar. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Corporation is 2730 U.S. 1 south, Suite J, St. Augustine, Florida 32086, and the name of its initial Registered Agent at that address is Tracy L. Markham.

ARTICLE 7. INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Tracy L. Markham
2730 U.S. 1 South
Suite J
St. Augustine, Florida 32086

ARTICLE 8. INCORPORATORS: The name and address of each Incorporator is as follows:

Tracy L. Markham
2730 U.S. 1 South
Suite J
St. Augustine, Florida 32086

ARTICLE 9. BY-LAW AMENDMENT: The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the corporation. This right shall be vested in the Board of Directors and the Shareholders.

ARTICLE 10. INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 11. INFORMAL ACTION OF DIRECTORS: If all Directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting at the Board of Directors.

ARTICLE 12. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

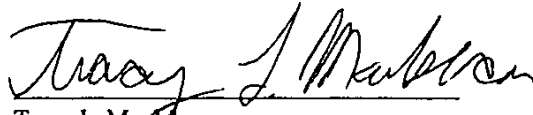
ARTICLE 13. PRE-EMPTIVE RIGHTS: Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE 14. MANAGEMENT OF CORPORATION BY SHAREHOLDERS: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE 15. OFFICERS: The Officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

Tracy L. Markham
2730 U.S. 1 South
Suite J
St. Augustine, Florida 32086

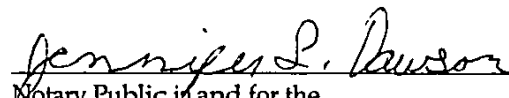
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this the 15th day of August, 1997.


Tracy L. Markham

STATE OF FLORIDA
COUNTY OF ST. JOHNS

Before me the undersigned authority, personally appeared Tracy L. Markham to me
known to be the person who executed the foregoing Articles of Incorporation, and she
acknowledged to and before me that she executed such instrument.

WITNESS my hand and seal this the 15 day of August, 1997.



Notary Public in and for the
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT



The undersigned hereby accepts the appointment as Registered Agent of TRACY L.
MARKHAM, P.A., which is contained in the foregoing Articles of Incorporation.

Dated this the 15th day of August, 1997.


Tracy L. Markham
Registered Agent

FILED
97 AUG 18 PM 10:16
TALLAHASSEE, FLORIDA