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Requestor's Name

GIORDANO, SANDLER & RHOTON, P.A.

412 East Madison Street  
Suite 1111  
Tampa, FL 33602

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Giordano, Sandler, and Rhoton, P.A.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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## ARTICLES OF INCORPORATION

OF

GIORDANO, SANDLER, and RHOTON, P.A.

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of Law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

### ARTICLE I. NAME

The name of the corporation is GIORDANO, SANDLER, and RHOTON, P.A.

### ARTICLES II. DURATION

The period of the corporation's duration shall be Perpetual or until dissolved on a vote of the shareholders as hereafter provided.

### ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

### ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 5000 shares. Shares shall be a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

### ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of Law is not less than Five Hundred Dollars (\$500.00).

#### ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 412 East Madison Street, Suite 1111, City of Tampa, County of Hillsborough, State of Florida 33602. The name of the initial registered agent of the corporation, located at such office, is MICHAEL V. GIORDANO.

#### ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida, including, but not limited to, those powers, as set forth in Florida Statute Chapter 607.0302.

#### ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

Name	Address
<u>MICHAEL V. GIORDANO</u>	<u>6611 GLENCOE DRIVE, TAMPA, FL 33617</u>
<u>ALAN RICHARD SANDLER</u>	<u>4508 LONGFELLOW AVE., TAMPA, FL 33629</u>
<u>LOREN D. RHOTON</u>	<u>12125-102nd AVE., LARGO, FL 33778</u>

#### ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is Three (3), and the names and addresses of the initial directors are:

Name	Address
<u>MICHAEL V. GIORDANO</u>	<u>6611 GLENCOE DRIVE, TAMPA, FL 33617</u>
<u>ALAN RICHARD SANDLER</u>	<u>4508 LONGFELLOW AVE., TAMPA, FL 33629</u>
<u>LOREN D. RHOTON</u>	<u>12125-102nd AVE., LARGO, FL 33778</u>

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be One Year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

#### ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of two-thirds (2/3) of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

# ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

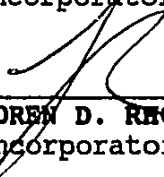
In witness hereof, we, the undersigned incorporators of this corporation, have executed these articles of incorporation at Tampa, Hillsborough County, Florida on this 24 day of September, 1997.



MICHAEL V. GIORDANO, as Subscriber,  
Incorporator, and Director



ALAN RICHARD SANDLER, as Subscriber,  
Incorporator, and Director



LOREN D. RHOTON, as Subscriber,  
Incorporator, and Director

STATE OF FLORIDA

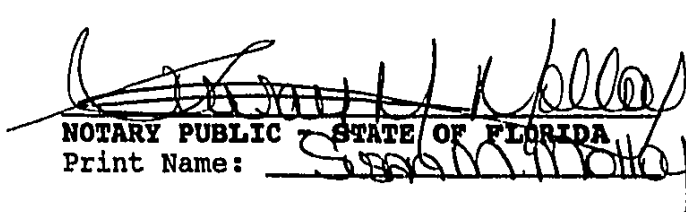
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COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, MICHAEL V. GIORDANO, ALAN RICHARD SANDLER, and LOREN D. RHOTON, to me known to be the persons described in and who executed the foregoing Articles of Incorporation as subscribers and directors, and they acknowledged before me that they signed the same for the uses and purposes therein set forth.

WITNESS, my hand and official seal at Tampa, Florida, this 24 day of September, A.D., 1997.



NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: Susan M. Molloy

My Commission Expires:





STOCK SUBSCRIPTION LETTER


I, MICHAEL V. GIORDANO, do hereby subscribe to and agree to purchase 1,000 shares of capital stock of GIORDANO, SANDLER, and RHOTON, P.A., a Professional Corporation to be formed under the laws of the State of Florida.

I further understand and agree that this stock subscription is not assignable.

Therefore I hereby set my hand and seal this 2 day of September, 1997.

WITNESSES:

  
\_\_\_\_\_  
  
\_\_\_\_\_

  
\_\_\_\_\_  
MICHAEL V. GIORDANO

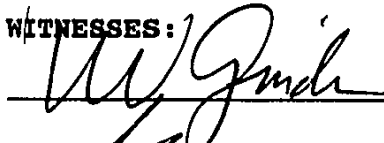

**STOCK SUBSCRIPTION LETTER**

I, ALAN RICHARD SANDLER, do hereby subscribe to and agree to purchase 1,000 shares of capital stock of GIORDANO, SANDLER, and RHOTON, P.A., a Professional Corporation to be formed under the laws of the State of Florida.

I further understand and agree that this stock subscription is not assignable.

Therefore I hereby set my hand and seal this 2 day of September, 1997.

WITNESSES:

  
ALAN RICHARD SANDLER

**STOCK SUBSCRIPTION LETTER**

I, LOREN D. RHOTON, do hereby subscribe to and agree to purchase 1,000 shares of capital stock of GIORDANO, SANDLER, and RHOTON, P.A., a Professional Corporation to be formed under the laws of the State of Florida.

I further understand and agree that this stock subscription is not assignable.

Therefore I hereby set my hand and seal this 2 day of September, 1997.

WITNESSES:

W. J. Smith  
W. R. Smith


Loren D. Rhoton  
LOREN D. RHOTON

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE OF**  
**GIORDANO, SANDLER, and RHOTON P.A.**

Pursuant to the provisions of section 607.0501 and 48.091, Florida Statutes, the following Corporation desiring to organize under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: GIORDANO, SANDLER, and RHOTON P.A.
2. The name and address of the registered agent office is:  
  
MICHAEL V. GIORDANO, ESQUIRE  
412 EAST MADISON STREET  
SUITE 1111  
TAMPA, FLORIDA 33602

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\_\_\_\_\_  
ALAN RICHARD SANDLER, Incorporator

DATED: 9/2/97

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF CORPORATION AND IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
MICHAEL V. GIORDANO, REGISTERED AGENT

DATED: 9-2-97