

P97000082205

MARK H. ZILBERBERG  
Requestor's Name

418 E. VIRGINIA ST. STE. 3  
Address (904) 224-4203

TALLAHASSEE, FL 32301  
City/State/Zip Phone #

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97 SEP 23 AM 10: 51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. LAWCO, INC. (Corporation Name) 700002301057--5 (Document #)  
-09/23/97--01005--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS

P. Han

SEP 23 1997

**ARTICLES OF INCORPORATION  
OF  
LAWCO, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the provision of the corporate laws of the State of Florida, does/ do hereby make, sign, acknowledge and file these articles of Incorporation.

**ARTICLE I - NAME**

The name of the proposed corporation is:

LAWCO, INC.

**ARTICLE II - PURPOSE**

This corporation is specifically authorized and empowered to conduct business as follows:

A. The specific business in which the corporation is primarily to engage is the operation of a business to provide management of professional offices and to provide professional office services.

B. The general purposes, objects and powers of the corporation are to engage generally in any or all lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

C. The corporation shall have the power to:

1. Rent, lease or sell equipment;
2. Contract and sub contract;
3. Own and hold franchises;
4. Acquire by purchase, lease or otherwise, lands and buildings and to own and hold same for the use of the corporation;
5. Contract, own, buy and sell or lease real or personal property;

6. Purchase and hold stock in corporate assets in other corporations and engage in the same or other character of business;

7. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation in the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers, and privileges of ownership, including the right to vote on such stock;

8. Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

9. Enter into, make, perform and carry out contracts and agreements of every kind, and for any lawful purpose, with limit as to amount, with any person, firm, association, or corporation; and transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate same.

10. Carry on any or all of its operations and businesses, to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporations;

11. Do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such things and acts that may be necessary, profitable, or expedient in carrying on any of the business or acts of the corporation.

12. Aid or receive aid from any person, firm, corporation, business, or party whether profitable or not in any form as the stockholders or any authorized agent of the corporation shall deem necessary or compassionate.

### **ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the corporation shall have the authority to issue is 100 shares of the par value of \$1 each, all of one class which shall be designated as common stock. All of such stock shall be fully paid and non-assessable and shall be payable in cash, property, labor or service at a just valuation to be fixed by unanimous agreement of the subscribers hereto at the organizational meeting to be held after the granting of the charter herein applied for. The corporate officers shall issue the stock pursuant to the instructions of the subscribers.

### **ARTICLE IV - MINIMUM CAPITAL**

The minimum amount of capital with which this corporation shall begin business is more than ten dollars (\$10.00).

### **ARTICLE V - PERPETUAL EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law.

### **ARTICLE VI - INITIAL PRINCIPAL OFFICE**

The street address of the initial corporate principal office of the corporation is:

418 East Virginia Street, Suite 3, Tallahassee, Florida 32301.

#### **ARTICLE VII - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is:

418 East Virginia Street, Suite 3, Tallahassee, Florida 32301

The name of the initial registered agent is:

Mark H. Zilberberg

#### **ARTICLE X - SPECIAL PROVISIONS**

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

#### **ARTICLE XI - SUBSCRIBERS**

The name and street addresses of the subscribers and the number of shares they agree to take are as follows:

Mark H. Zilberberg

418 East Virginia Street, Suite 3, Tallahassee, Florida 32301 40

Janice Hilbourn

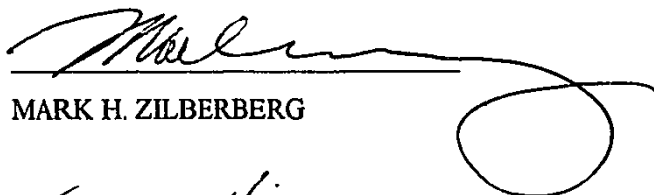
418 East Virginia Street, Suite 3, Tallahassee, Florida 32301 20

#### **ARTICLE XII - EMPLOYEE BENEFITS**

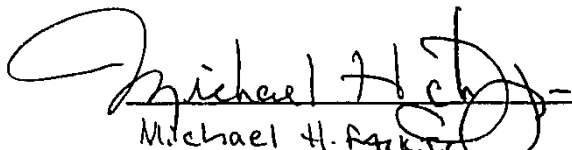
In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes,, objects and powers herein above stated, the corporation shall have the power to enter into for the benefit of its employees, one or more of the following:

- A. A Pension Plan
- B. A Profit Sharing Plan
- C. A Stock Bonus Plan
- D. A Thrift and Savings Plan
- E. A Stock Option Plan
- F. Other Retirement, Death Benefit, Sickness and Disability Benefit, Medical Benefit, or Incentive Compensation Plan or Plans.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge to the filed in the office of the Department of State the foregoing Articles of Incorporation this 23 day of September, 1997.

  
MARK H. ZILBERBERG

  
JANICE HILBOURN

  
Michael H. Falk Jr.

STATE OF FLORIDA  
COUNTY OF LEON



MICHAEL H FALK JR  
My Commission CC413432  
Expires Oct. 31, 1998  
Bonded by ANB  
800-852-6878

The foregoing Articles of Incorporation were acknowledged before me this 23 day of September, 1997, by MARK H. Zilberberg, who produced Janice Hilbourn as identification PK-

NOTARY PUBLIC

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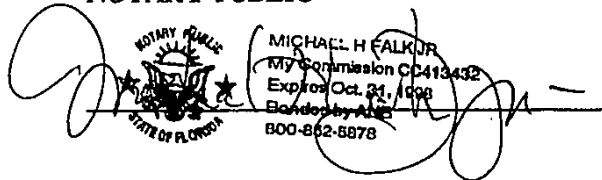
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STATE OF FLORIDA:  
COUNTY OF LEON:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation were acknowledged before me this 23 day  
of September, 1997, by Mark H. Zilberberg, who produced  
Janice Hillborn as identification.

NOTARY PUBLIC



**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, 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.

MARK H. ZILBERBERG