

LAW OFFICES

of

ROBERT D. CARREIRO

3137 9th Street North  
St. Petersburg, Florida 33710

(813) 877-8772

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-12/22/97--01028--011  
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December 19, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

In Re: JAMES T. MAXHEIMER, JR., P.A.

Dear Sirs:

Enclosed please find two copies of the original articles of incorporation for the above-captioned corporation and a check in the amount of \$122.50.

Once the articles have been certified, please forward the certified articles back to this office.

If you have any questions or if I can be of further assistance, please do not hesitate to contact me.

Sincerely,



Robert D. Carreiro

EFFECTIVE DATE  
1-2-98

Enclosures

CB  
12-23-97

FILED  
97 DEC 22 PM 1:45  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
JAMERS T. MAXHEIMER, JR., P.A.

FILED  
97 DEC 22 PM 1:45  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a person competent to contract, hereby associate themselves together to form a P.A. Chapters 621 and 607 of the Florida Statutes.

EFFECTIVE DATE  
1-2-98

ARTICLE I  
NAME

The name of the corporation shall be JAMES T. MAXHEIMER, JR.,  
P.A.

ARTICLE II  
TERM OF EXISTENCE

The duration of the corporation is perpetual. The effective date of the corporation is January 2, 1998.

ARTICLE III  
NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To engage in the business of the provision of accounting services.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class and have a par value of one and 00/100 (\$1.00) dollar.

ARTICLE V  
ADDRESS, REGISTERED AGENT

The street address of the initial registered office of the corporation is 3137-49th Street North, St. Petersburg, Florida, 33710, and the name of its initial registered agent is Robert D. Carreiro, Esq. The principal place of business of the corporation is 3137-49th Street North, St. Petersburg, Florida, 33710.

ARTICLE VI  
DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors are:

NAME	ADDRESS
<u>James T. Maxheimer, Jr.</u>	<u>3137-49th Street North,</u> <u>St. Petersburg, Florida 33710</u>

ARTICLE VII  
INCORPORATORS

The name and address of each incorporator are:

NAME	ADDRESS
<u>James T. Maxheimer, Jr.</u>	<u>3137-49th Street North,</u> <u>St. Petersburg, Florida 33710</u>

ARTICLE VIII  
PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation might issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof and whether issued for cash, labor done, personal property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes or to which is attached or pertinent to any warrant or warrants or instrument or instrument conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX  
DIRECTORS, INDEMNIFICATION

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise,

against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the Court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding on a preliminary determination that the director, officer,

employee or agent met the applicable standard of conduct and on receipt of and undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

2. The corporation shall also indemnify any director, officer, employee or agent who has been successful in defense of any action, suit or proceeding, or defense of any claim, issue or matter therein against all expenses, including attorney's fees, reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

3. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

4. In addition to the indemnification, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested shareholders or duly authorized by a majority of the shareholders.

5. If any expense or other amounts are paid by way of indemnification, otherwise than by Court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual

meeting, unless such meeting is held within three (3) months from the date of such payment and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid and the nature and status, at the time of such payment, of the litigation or threatened litigation.

ARTICLE X  
STOCK TRANSFERS, CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation for the net value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such share, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each shareholder.

Each share certificate issued by the corporation shall have

printed or stamped thereon the following legend:

"THESE SHARES ARE SUBJECT TO CERTAIN TRANSFER RESTRICTIONS  
IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION.  
A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPLE OFFICE  
OF THE CORPORATION."

The date of incorporation will be the earliest permitted by  
law.

EXECUTED by the undersigned on this 19 day of December,  
1997.



James T. Maxheimer, Jr.  
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared  
James T. Maxheimer, Jr., to me well known, having presented \_\_\_\_\_  
\_\_\_\_\_ as identification, to be the  
person described in and who executed the foregoing ARTICLES OF  
INCORPORATION, and he acknowledged before me that he executed the  
same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 19 day of December,  
1997.



ROBERT D CARREIRO  
My Commission CC457729  
Expires May. 01, 1999  
Bonded by HAI  
800-422-1555

  
NOTARY PUBLIC

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


Pursuant to section 607.0501 and section 607.0505 of the  
Florida Statutes, the following is submitted in compliance with  
said Act.



That JAMES T. MAXHEIMER. JR., P.A., desiring to organized under the laws of the State of Florida, with its principle office as indicated in the Articles of Incorporation in the City of St. Petersburg, County of Pinellas, State of Florida, has named Robert D. Carreiro, Esq., as its Registered Agent and its registered office is at 3137-49th Street North, St. Petersburg, Florida, 33710 to accept service of process in this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Robert D. Carreiro, Esq.  
Registered Agent

STATE BUREAU OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 22 PM 1:45

FILED