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Charles E. Geary, P.A.

Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34994



Charles E. Geary

Licensed in: Florida
Washington D.C.

Stephen C. Frasier
of Counsel

Licensed in: Florida
Colorado

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FILED

January 12, 1998

Return to
P.O. #577

Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

700002399277-2
-01/14/98-01005-021
****122.50 ****122.50

RE: Gregory E. Melton, CPA, P.A.

Dear Sir/Madam:

Enclosed you will find the Articles of Incorporation and Acceptance of Registered Agent for the above referenced Corporation and a check in the amount of \$122.50 for filing with the Secretary of State for incorporation purposes. Also enclosed is a check in the amount of \$15.00 payable to Attorneys' Title Insurance Fund. It is my understanding that you will file these corporate documents on the same day as received if received prior to 2:00 p.m. on that day. Please file them and return them to me in the enclosed prepaid UPS package. Please call me if there is any problem or delay in this matter. Thanks for your anticipated courtesy and cooperation.

Sincerely,

Charles E. Geary, P.A.

Charles E. Geary, Esquire
CEG/rg
Enclosure

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98 JAN 14 AM 9:36
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

Charles E. Geary, P.A.

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215 South Federal Highway, Suite 100
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January 12, 1998

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

Re: Gregory E. Melton, CPA, P.A.

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents and return a stamped in copy to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.

A handwritten signature in cursive script, appearing to read "Rebecca D. Geary".

Rebecca D. Geary,
Secretary to Charles E. Geary
CEG/rg
enc.

Corp1/Sta.1tr

ARTICLES OF INCORPORATION

The undersigned natural person, competent and licensed to practice Public Accounting in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I Name of Corporation

The name of this corporation shall be GREGORY E. MELTON, CPA, P.A.

ARTICLE II Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of Public Accounting, and all its fields of specializations, as are engaged in by Certified Public Accountants;
- b. To engage in and render the professional services involved only through its officers, in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation;
- c. To invest in funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law;
- d. To engage in no other business other than the rendition of the professional services specified herein;
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III Capital Stock

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services;
- c. Shares of the corporation's stock and certificates shall be issued only to Certified Public Accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV
Duration

The corporation shall have perpetual existence.

ARTICLE V
Registered Agent

The address of this corporation's initial registered office is 1508 N.E. Jensen Beach Blvd, Jensen Beach, Florida 34957 and the name of its initial registered agent at said address is Gregory E. Melton.

ARTICLE VI
Incorporator

The name and address of the Incorporator is as follows:

Gregory E. Melton
1508 NE Jensen Beach Blvd
Jensen Beach, Florida 34957

ARTICLE VII
Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Gregory E. Melton
1508 NE Jensen Beach Blvd
Jensen Beach, Florida 34957

ARTICLE VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX
Informal Director Action

If all of the Directors severally or collectively consent in writing to any 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 as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X
Indemnification

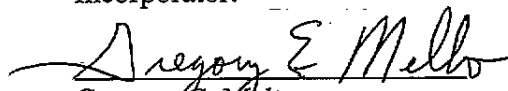
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in the State of Florida, this 12 day of January, 1998.

Incorporator:


Gregory E. Melton

Registered Agent:

Gregory E. Melton
Gregory E. Melton

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 12
day of JANUARY, 1998 by GREGORY E. MELTON, who is
personally known to me or who has produced
as identification and who did not take an oath.

Rebecca D. Geary
Print Name: Rebecca D. Geary
Notary Public



REBECCA D. GEARY
MY COMMISSION # CC385187 EXPIRES
June 20, 1998
BONDED THRU TROY FAIN INSURANCE, INC

ACCEPTANCE OF REGISTERED AGENT

That GREGORY E. MELTON, CPA, P.A. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1508 NE Jensen Beach Blvd, Jensen Beach, Florida 34957, has named GREGORY E. MELTON, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: *Gregory E. Melton*
GREGORY E. MELTON

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 12th day of January, 1998 by GREGORY E. MELTON, who is personally known to me or who has produced as identification and who did not take an oath.

Rebecca D. Geary
Print Name: Rebecca D. Geary
Notary Public



REBECCA D. GEARY
MY COMMISSION # CC385187 EXPIRES
June 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA