

P98000015513

TRANSMITTAL LETTER

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

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-02/16/98--01116--012
****122.50 ****122.50

SUBJECT: Don R. Livingstone, P.A.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50.

FROM:

Don R. Livingstone, Esq.
Name

7711 S. W. 62 Ave.
Address

Miami, FL 33143
City, State, & Zip

(305) 665-1821
Telephone Number

FILED
98 FEB 16 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Dmc
2-17-98*

*Lynn Smith gave
auth by phone to
Correct Article VIII &
Article IX 2-17-98*

Note: Additional copy of articles is needed only when certified copy is requested.

**ARTICLES OF INCORPORATION
OF
DON R. LIVINGSTONE, P.A.**

FILED

98 FEB 16 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is DON R. LIVINGSTONE, P.A..

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 7711 S. W. 62nd Avenue, #101, City of South Miami, County of Dade, State of Florida, 33143. The name of the initial registered agent of the corporation, located at that office, is Lynn T. Smith.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

This corporation is organized for the following purposes:

a. To engage in the profession of law as a professional law corporation and to carry on services incident to the practice of law. 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 business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

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 V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or having outstanding at any one time is 100 shares. These shares shall be of a single class of common stock, and shall have a value of \$100.00 per share.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$10,000.00.

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporation by the laws of the State of Florida, including, but not limited to, all powers necessary and incidental to the practice of law in the usual and customary manner.

ARTICLE VIII

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name:
Don R. Livingstone,

Address:
4975 S. W. 78th St.,
Miami, FL. 33143

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 one, and the name and address of the initial director is:

Name:
Don R. Livingstone

Address:
4975 S. W. 78th St.
Miami, FL. 33143

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be 3 years and until

the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

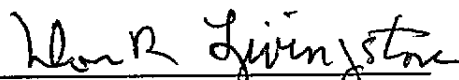
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of the shareholders, the internal affairs of the incorporation are to be regulated and managed in accordance with the 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 50% of the outstanding shares of the corporation entitled to vote. 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 the shareholder.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 11th day of February, 1998.


DON R. LIVINGSTONE, Director &
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Don R. Livingstone, P.A., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


LYNN T. SMITH
Registered Agent

Dated Feb. 11, 1998.