

P98000015813

Sally A. Scala
Requestor's Name

1908 Woodward St
Address

Orlando, FL 32803
City/State/Zip Phone #

Office Use Only

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

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input 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

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****122.50 ****122.50

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 FEB 17 AM 9:31

Examiner's Initials *nu* 2/18/98

**ARTICLES OF INCORPORATION
OF
SALLY A. SCALA, P.A.**

FILED

98 FEB 17 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned has executed this document for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida and especially under and by virtue of Chapter 621 under the following Charter:

ARTICLE I: The name of the professional service corporation shall be: **SALLY A. SCALA, P.A.**

ARTICLE II: The purposes for which the corporation is formed are:

a. To engage in and carry on the practice of **ACCOUNTING** under the laws of the State of Florida through individuals duly authorized to practice law in the state of Florida.

b. To invest its funds in real estate, mortgages, stocks, and bonds or any other type of investment.

c. To exercise all powers now granted, or which in the future may be granted, by the statutes of the State of Florida, Chapter 621, or any succeeding statutes, to corporations formed thereunder, subject to any limitation imposed by any provision of any other statute of the State of Florida.

ARTICLES III: The general powers of this corporation shall include all powers enumerated under Section 621, and where not inconsistent, Chapter 607, both chapters as amended or modified.

ARTICLES IV: This corporation is authorized to issue **100,000** shares at **One Cent (\$.01)**, par value common stock which shall be designated, "**Common Shares**".

ARTICLES V: The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLES VI: The street address, mailing address, registered office and principal office of this corporation is **1908 Woodward Street, Orlando, Florida 32803** and the name of the registered agent/incorporator at that address is **Sally A. Scala**.

ARTICLES VII: The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the Bylaws of the corporation. The Board of Directors shall be elected or appointed by the Stockholders, but it shall not be necessary for

such directors to be Stockholders of the corporation.

ARTICLES VIII: The names and addresses of the first Board of Directors of this Corporation who shall hold office until their successors have been elected and qualified shall be:

Sally A. Scala 1908 Woodward Street
Orlando, Florida 32803

ARTICLES IX: The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the Stockholders. New offices may be created, and appointments may be made therefore, any office that may become vacant may be filled by the Board at any regular meeting or any special meeting called for that purpose. The duties of the offices of the corporation shall be prescribed by the Bylaws. The officers who shall serve during the first year of existence in the corporation or until their successors are elected and have qualified, are as follows:

	<u>OFFICERS</u>	<u>ADDRESS</u>
PRESIDENT:	Sally A. Scala	1908 Woodward Street Orlando, Florida 32803

ARTICLES X: The names and addresses of the subscribers to the capital stock of the corporation and the number of shares they agree to take are:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
Sally A. Scala	1908 Woodward Street Orlando, Florida 32803	51,000

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation at the price for which they are to be purchased by the other persons.

ARTICLE XI: In furtherance, and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the powers, if the Bylaws so provide, to hold meetings, both of stockholders and directors, either within or without the State, as designated by the Board of Directors.
2. Meetings of the directors or the stockholders may be held upon such notice thereof as may be set forth in the Bylaws, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set

forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided or permitted by the Statutes of the State of Florida and the Bylaws.

3. The number of directors of this corporation shall be fixed from time to time by the Bylaws, and may be increased or decreased as shall be provided by the Certificate or any amendment thereto. Any vacancy in the Board, caused by an increase in the number of directors or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote or a majority thereof, and the person so chosen to fill such vacancy shall hold office until the next meeting of the stockholders and until successors shall have been elected and shall have qualified.

4. The corporation, in its Bylaws, may confer upon the directors, powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer of the corporation, other than the president, to be a director, or for any officer to be a stockholder.

6. The annual meeting of the stockholders shall be on such day as may be fixed by the Bylaws and the date of such meeting may be changed from time to time as the Bylaws may provide; and the manner of calling meetings of the stockholders and directors shall be fixed by the Bylaws.

7. These Articles may be amended in the manner provided by law. Every amendment shall be approved by the Board, proposed to the stockholders and approved by a majority of the stockholders, unless all the directors and stockholders sign a written statement manifesting their intention that a certain amendment to these Articles may be made.

ARTICLES XII: No contract or other transaction between the corporation or any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interest in, or is a member, stockholder, director, officer, individually or jointly, may be a party to or may be interested in any contract of transaction of this corporation or in which this corporation or any other person, firm, association or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm association or corporation in which he may be any way interested.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber to the capital stock and registered agent of **Sally A. Scala, P.A.**, as herein set forth, am familiar with and accept the duties and responsibilities as registered agent for said corporation and do hereby make and file this Certificate, hereby declaring that the facts herein stated are true and do hereby agree to take the number of shares of stock hereinbefore set forth and accordingly have hereunto set hand and seals this 16th day of February, 1998, in the County of Orange, and the State of Florida.

Sally A. Scala
Subscriber of Stock

Sally A. Scala
Registered Agent

Sally A. Scala
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized under the laws of the State of Florida to administer oaths and take acknowledgements, **Sally A. Scala**, to me well known, and known to me to be the person(s) who subscribed to me and signed the above foregoing Articles of Incorporation and by me first duly sworn, acknowledge that he/they made and subscribed the above and foregoing Articles for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of February, 1998.

My Commission Expires:

Howard A. Speigel
Notary



HOWARD A SPEIGEL
My Commission CC456595
Expires Apr. 30, 1999
Bonded by HAI
800-422-1555

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98 FEB 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA