

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P980000017429**

*Duncan Law Offices, P.A.*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 FEB 23 AM 8:02

200002437342--3

-02/23/98--01033--003

\*\*\*122.50 \*\*\*122.50

RECEIVED  
98 FEB 23 AM 10:36  
DIVISION OF CORPORATION

Signature \_\_\_\_\_

Requested by: *Cher* *2-23* *1003*

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

*P9*  
*02-24-98*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 23, 1998

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: DUNCAN LAW OFFICES, INC.  
Ref. Number: W98000003924

We have received your document for DUNCAN LAW OFFICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 398A00010075

**ARTICLES OF INCORPORATION  
OF  
DUNCAN LAW OFFICES, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 23 AM 8:02

1. The name of the corporation is DUNCAN LAW OFFICES, P.A.
2. (a) The corporation is organized solely for the purpose of conducting the practice of law only through persons qualified to practice law in the State of Florida. Such persons shall practice the profession of law in accordance with all rules for professional conduct established by the Supreme Court of the State of Florida and the Florida State Bar Association. The corporation shall at all times comply with standards the of professional conduct established by such court.  
  
(b) The corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Florida law only in furtherance of and subject to the limitations stated in the preceding paragraph.
3. The number of shares the corporation is authorized to issue is one hundred, all of one class, designated as common stock.
4. The street address and county of the initial registered office of the corporation is 11691 Lane Park Road, Tavares, Lake County, Florida 32778. This shall also serve as the principal address of the corporation.
5. The name of the initial registered agent is: C. MICHAEL DUNCAN.
6. The number of directors constituting the initial board of directors shall be one (1); and the name and address of the person who is to serve as director until the first meeting of shareholders or until his successor is elected and qualifies is C. MICHAEL DUNCAN, 11619 Lane Park Road, Tavares, Florida 32778.
7. All shareholders of the corporation shall be persons duly licensed by The Board of Bar Examiners of the State of Florida to practice law in the State of Florida. They shall also be individuals who, (except for time spent for illness, accident, in the armed

served, on vacations, and on leaves of absence not to exceed one year) are actively engaged in the practice of law in the offices of the corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of the corporation shall be sold or transferred in accordance with the provisions of Paragraph 8.

8. Within thirty (30) days after any shareholder ceases to be eligible to be a shareholder, the corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described in Paragraph 7. The price to be paid by the corporation and the schedule of payments shall be as specified in the Bylaws, and if no price or schedule is so specified, the price shall be the prorata net book value thereof as of the last day of the month preceding the date of purchase and payment shall be made in cash against receipt of the shares.

9. The business and affairs of the corporation shall be managed by the shareholders of the corporation and the board of directors.

The Board shall be authorized to manage only so much of the business and affairs of the corporation as shall from time to time be delegated to it by the shareholders by means of Bylaws or otherwise.

Only directors and officers of the corporation who are eligible to be shareholders shall exercise any authority with respect to professional decisions and matters relating to the practice of law.

The right to amend or repeal the Bylaws and adopt new Bylaws is reserved to shareholders.

10. To the fullest extent permitted by the Florida Business Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this Article nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to

any matter that occurred prior to such amendment, repeal or adoption.

11. The corporation elects to have prerights.

12. All shareholders of the corporation are entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.

13. The name and address of the incorporator is C. MICHAEL DUNCAN, 11619 Lane Park Road, Tavares, Florida 32778.

This the 19th day of FEBRUARY, 1998.

Michael Duncan

Attorney at Law

FL Bar # 136711

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: DUNCAN LAW OFFICES, P.A.

2. The name and street address of the registered agent and office is: C MICHAEL DUNCAN  
11619 LANE PARK DRIVE  
JAVAKES, FL 32778

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Michael Duncan

ORIGINAL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 23 AM 8:02