

P98000026415

EFFECTIVE DATE  
3/16/98

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32314

Re: COLVIN, GRUNOR & FINCH, P.A.

Dear Sir:

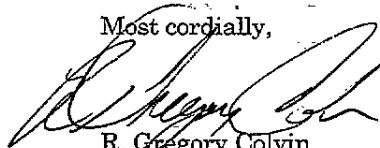
Enclosed please find an original and one copy of the Articles of Incorporation in the above-captioned matter for filing with your division. Please return one certified copy of the Articles to me at the above address, for my file.

Also enclosed is a check in the amount of \$122.50 for the following costs:

Filing Fees	\$35.00
Certified Copy	\$52.50
Designation of Registered Agent	<u>\$35.00</u>
	\$122.50

Thank you for your cooperation in this matter.

Most cordially,

  
R. Gregory Colvin  
COLVIN & GRUNOR

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

RGC:gs  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
COLVIN, GRUNOR & FINCH, P.A.

The undersigned incorporators, natural persons competent to contract and Attorneys at Law duly licensed to render services as such under the laws of the State of Florida, hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - Name

The name of this corporation is COLVIN, GRUNOR & FINCH, P.A.

ARTICLE II - Duration

This corporation shall exist perpetually commencing on the date of execution of these Articles, if they shall be filed with the Department of State within five days after execution, and if not, commencing on the date of such filing.

ARTICLE III - General Nature Of Business

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an Attorney at Law duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice law therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such

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TALLAHASSEE, FLORIDA

professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of capital par value common stock, which shall be designated "Common Shares", which shall have a par value of \$10.00 per share. No shareholder shall be entitled to preemptive rights.

#### ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 605 E. Robinson Street, Suite 720, Orlando, Florida 32801, and the name of the registered agent of this corporation at that address is R. Gregory Colvin, Esquire.

#### ARTICLE VI - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. Each Director shall be an Attorney at Law duly licensed to render services as such under the laws of the State of Florida. The names and addresses of the initial directors of this corporation are:

R. GREGORY COLVIN  
605 E. Robinson St., #720  
Orlando, Florida 32801

SYLVIA ANNE GRUNOR  
605 E. Robinson St., #720  
Orlando, FL 32801

ALEX FINCH  
605 E. Robinson St., #720  
Orlando, FL 32801

#### ARTICLE VII - Officers

The names and addresses of the initial officers of this corporation who hold office for the first year of the corporation, or until their successors are elected or appointed are:

President	R. Gregory Colvin 605 E. Robinson St., Suite 720 Orlando, FL 32801
V. President	Sylvia A. Grunor 605 E. Robinson St., Suite 720 Orlando, FL 32801
Secretary/Treasurer	Alex Finch 605 E. Robinson St., #720 Orlando, FL 32801

#### ARTICLE VIII - Incorporator

The names and addresses of the persons signing these Articles are R. Gregory Colvin, 605 E. Robinson St., #720, Orlando, Florida 32801, Sylvia A. Grunor, 605 E. Robinson St., Suite 720, Orlando, FL 32801 and Alex Finch, 605 E. Robinson St., Suite 720, Orlando, FL 32801, Attorneys at Law duly licensed to render services as such under the laws of the State of Florida.

#### ARTICLE IX - Shareholders

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an Attorney at Law under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter

into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

#### ARTICLE XI - Additional Corporate Powers

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) any other retirement or incentive compensation plan.


#### ARTICLE XII - Indemnification

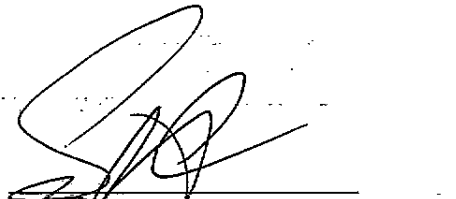
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16 day of March, 1998.

  
R. GREGORY COLVIN, ESQUIRE

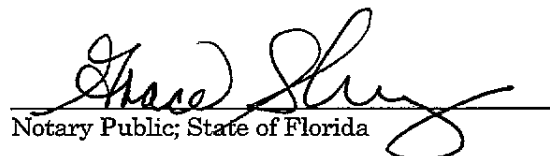
  
SYLVIA ANNE GRUNOR, ESQUIRE

  
ALEX FINCH, ESQUIRE

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared R. GREGORY COLVIN, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 16 day of March, 1998.

  
Notary Public, State of Florida

My commission expires:

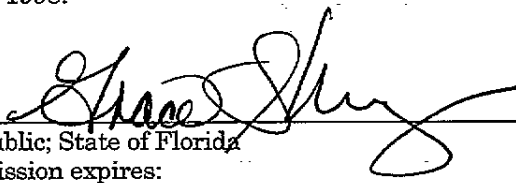


STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SYLVIA A. GRUNOR, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 16 day of March, 1998.

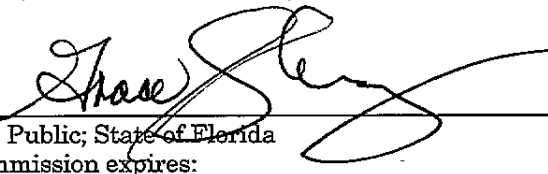


  
\_\_\_\_\_  
Notary Public; State of Florida  
My commission expires:

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALEX FINCH, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 16 day of March, 1998.

  
\_\_\_\_\_  
Notary Public; State of Florida  
My commission expires:

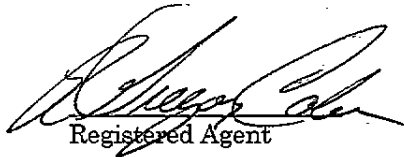


CERTIFICATE OF REGISTERED AGENT

A corporation organized (or organizing) under the laws of the State of Florida with its principal office at 605 E. Robinson St., Suite 720, Orlando, Florida 32801, has named R. Gregory Colvin, Esquire, located at 605 E. Robinson St., Suite 720, Orlando, Florida, as its agent to accept service of process within this State.

**ACCEPTANCE:**

I agree, as Registered Agent, to accept Service of Process to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
Registered Agent

**FILED**  
98 MAR 19 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA