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Marcia E. Cyrus, P.A.

Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 17, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****75.00 *****75.00

SUBJECT: Incorporation For Marcia E. Cyrus, P.A.

Enclosed please find an original and one (1) copy of the Articles of Incorporation, one (1) original and one (1) copy of the certification of designation of registered agent, and a check in the amount of \$75.00 for the filing fee. Please refund the \$35.00 check that was submitted on in March, 1998, as fee for amendment to the Articles of Incorporation for Cyrus & Cyrus, P.A. Thank you for your assistance.

Sincerely,

Marcia E. Cyrus
Marcia E. Cyrus, Esq.

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(5)

ARTICLES OF INCORPORATION

OF

MARCIA E. CYRUS, P.A.

FILED
98 APR 20 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopt these articles to form a corporation under the professional service corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I
CORPORATE NAME

The name of the professional service corporation shall be:

Marcia E. Cyrus, P.A.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this professional service corporation is 445 Douglas Avenue, Suite 2005-7, Altamonte Springs, Florida 32714, and the mailing address is 445 Douglas Avenue, Suite 2005-7, Altamonte Springs, Florida, 32714.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV
TERM OF EXISTENCE

This professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V
CAPITAL STOCK

The maximum number of shares of stock that this professional service corporation is authorized to issue and have outstanding at any one time shall be 100 shares of common stock.

None of the shares of this professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 445 Douglas Avenue, Suite 2005-7, Altamonte Springs, Florida 32714. The name of the initial registered agent at that address is Marcia E. Cyrus.

ARTICLE VII
BOARD OF DIRECTORS

The business of the professional service corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The members of the initial board of directors shall hold office until their respective successors are elected and qualified as provided in the bylaws of this corporation. The number of directors of this corporation set forth in these articles of incorporation shall be the authorized number of directors until that number is changed by or in accordance with the bylaws of this corporation.

The names and addresses of the members of the first board of director is:

Marcia E. Cyrus
275 East Central Parkway, Apartment 711
Altamonte Springs, Florida 32701

ARTICLE VIII
SUBSCRIBERS

The names and addresses of the persons signing these articles of incorporation as subscribers are:

Marcia E. Cyrus
275 East Central Parkway, Apartment 711
Altamonte Springs, Florida 32701

ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X
AMENDMENT

The professional service corporation reserves the right to amend or repeal any provision or provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation on the 17th day of April, 1998:

Maria L. Caputo

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND REGISTERED OFFICE

FOR

MARCIA E. CYRUS, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned submits the following statement of designation of Registered Agent and Registered Office in the state of Florida.

1. The name of the professional service corporation is:

Marcia E. Cyrus, P.A.

2. The name and address of the Registered Agent and Registered Office of corporation is:

Marcia E. Cyrus
445 Douglas Avenue, Suite 2005-7
Altamonte Springs, Florida 32714

Having been named the Registered Agent and to accept service of process for Marcia E. Cyrus, P.A., 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.

Marcia E. Cyrus
Marcia E. Cyrus

April 17, 1998
Date