

TRI-CITY LAW OFFICE, P.A.

1060 Sunset Strip, Suite B
Sunrise, Florida 33313

Ph: (954) 792-1007

Fax: (954) 792-6102

P98000037194

April 22, 1998

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

Re: Filing of Articles

Gentlemen:

Enclosed please find the original executed Articles of Incorporation for Tri-City Law Center, P.A. along with our check in the amount of \$70.00 for filing same.

Please see that the articles are filed and return a copy of the stamped articles to me in the envelope provided.

If you have any questions or problems please contact the undersigned.

Sincerely,



Eileen S. Hill
Legal Assistant

400002497954--0
-04/23/98-01062-013
*****70.00 *****70.00

EFFECTIVE DATE

4-16-98

98 APR 23 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

QAL 4-24-98

TRI-CITY LAW OFFICE, P.A.

1000 Sunset Strip, Suite B
Sunrise, Florida 33313

Ph: (354) 792-1007

Fax: (354) 792-8102

April 9, 1998

Department of State
Division of Corporations
P. O. Box 5327
Tallahassee, Florida 32314

Re: Tri-City Law Center, P.A.

Gentlemen:

I am the sole shareholder of Tri-City Law Office, P. A. and I intend to amend the name of this corporation in the near future.

I hereby authorize Jay C. Salyer, Jr. to utilize the name of Tri City Law Center, P. A. and I have no objection to his use of this name.

Sincerely,


Ingrid E. Watkins, Esq.

EFFECTIVE DATE

4-16-98

FILED

98 APR 23 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

END

ARTICLES OF INCORPORATION
OF
TRI-CITY LAW CENTER, P.A.

FILED
98 APR 23 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is:

TRI-CITY LAW CENTER, P.A.

ARTICLE II

EFFECTIVE DATE
4-16-98

Nature of Business

The general nature of the business to be transacted by the Corporation is:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that an Attorney, duly licensed under the Laws of the State of Florida is authorized to render, including but not limited to the practice of law; but such professional services shall be rendered only through officers, employees and agents who are authorized to render such professional services under the Laws of the State of Florida.

2. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or other types of investments, and to own real and personal property necessary, incidental or desired for the rendering of professional legal services.

3. To do everything necessary and proper for the accomplishment of any of the purposes, to the obtaining of any of the objects, or the furtherance of any other purposes enumerated in these Articles of

PREPARED BY: Jay C. Salyer, Jr. Esq.
1060 Sunset Strip, Suite C
Sunrise, Fl. 33313

Incorporation or any amendment thereof, necessary for 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 of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both the objects and the purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III

Stocks

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock having a par value of One and No/100ths (\$1.00) Dollars per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV

Initial Capital

The amount of capital with which the Corporation will begin business is not in excess of Five Hundred and No/100ths (\$500.00) Dollars.

PREPARED BY: Jay C. Salyer, Jr. Esq.
1060 Sunset Strip, Suite C
Sunrise, Fl. 33313

ARTICLE V

Term of Existence

The Corporation is to exist perpetually commencing on the date and acknowledgment of these Articles; or five days prior to receipt. (business days)

ARTICLE VI

Initial Registered Agent and Address

The initial post office address of the principal office of the Corporation in the State of Florida is:

1060 SUNSET STRIP, SUITE B
SUNRISE, Florida 33313

and the initial Registered Agent of the Corporation at that address is:

JAY C. SALYER, JR.

ARTICLE VII

Directors

The business of the Corporation shall be managed by the Board of Directors. The number of Directors constituted in the entire Board shall not be less than one (1); and subject to such minimum may be increased or thereafter decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one (1).

ARTICLE VIII

Initial Directors and Address of Corporation

The name and street address of the initial member of the first Board

PREPARED BY: Jay C. Salyer, Jr. Esq.
1060 Sunset Strip, Suite C
Sunrise, Fl. 33313

of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified, is:

JAY C. SALYER, JR.
1060 Sunset Strip, Suite B
Sunrise, Fl. 33313

and the street address of the principal office of the Corporation is:

1060 Sunset Strip, Suite B
Sunrise, Fl. 33313

ARTICLE IX

Subscribers

The names and addresses of the persons signing the Articles of Incorporation as Subscribers, who are Attorneys, duly licensed under the Laws of the State of Florida to render services as such, the number of shares of stock they agree to take, and the value of the consideration therefore is:

JAY C. SALYER, JR; 1060 Sunset Strip, Suite B; Sunrise, Fl. 33313
One Hundred (100) Shares, One Hundred (\$100.00) Dollars

ARTICLE X

Voting Trusts

No shareholder of the 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 XI

PREPARED BY: Jay C. Salyer, Jr. Esq.
1060 Sunset Strip, Suite C
Sunrise, Fl. 33313

Cumulative Voting of Directors

At all elections of Directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of shares which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any three (3) or more of them, as he may see fit.

ARTICLE XII

Indemnification

The Corporation shall indemnify any officer or Director or any former officer or Director to the fullest extent permitted by law.

ARTICLE XIII

Removal of Directors

Any Director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

ARTICLE XIV

Restraint on Alienation of shares

No shareholder of the Corporation may sell or transfer his shares therein, except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to

PREPARED BY: Jay C. Salyer, Jr. Esq.
1060 Sunset Strip, Suite C
Sunrise, Fl. 33313

practice law in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's share of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XV

Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers:

1. To enter into, or become a partner in any arrangement for sharing profits, union of interest or co-operation, joint venture, or otherwise, with any person, firm or corporation for the purpose of rendering professional services.

2. To deny to the holders of the common shares of the Corporation any preemptive right to purchase or subscribe to any new shares or any type of shares of the Corporation, and no shareholder shall have any preemptive right to subscribe to any such shares.

3. At its option to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.

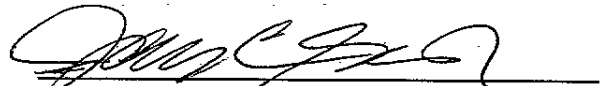
ARTICLE XVI

PREPARED BY: Jay C. Salyer, Jr. Esq.
1060 Sunset Strip, Suite C
Sunrise, Fl. 33313

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:

JAY C. SALYER, JR.

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


JAY C. SALYER, JR., RESIDENT AGENT

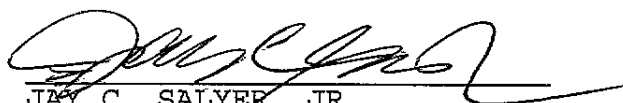
FILED
98 APR 23 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4-16-98

thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights conferred upon shareholders herein are granted subject to this reservation.

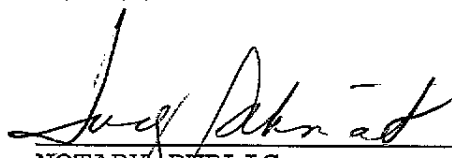
IN WITNESS WHEREOF, the subscribers have executed these Articles of Incorporation this 31 day of March, 1998


JAY C. SALYER, JR.

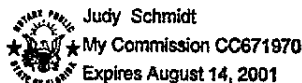
STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JAY C. SALYER, JR. known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 31st day of ~~September~~ ^{March}, 1998.


NOTARY PUBLIC
State of Florida

My Commission Expires:



FILED
98 APR 23 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4-16-98