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WILSON & TERRANA, P.A.

ATTORNEYS AT LAW

215 VERNE STREET • SUITE A

POST OFFICE BOX 709

TAMPA, FLORIDA 33601

RONALD E. PEREZ, JR.

MICHAEL J. TERRANA*

RICHARD H. WILSON*

*CERTIFIED MEDIATOR

April 30, 1998

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Via Federal Express

Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

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-05/01/98-01082-002

*****70.00 *****70.00

Re : Law Offices of Michael J. Terrana, P.A.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within this State, naming Agent upon Whom Process May be Issued.

My check in the amount of \$70.00 is enclosed for your filing fees and a stamped copy of the Articles of Incorporation, which I would appreciate you returning directly to me at 215 West Verne Street, Suite A, Tampa, Florida 33606.

Thank you for your assistance.

Sincerely,



Michael J. Terrana

MJT/lds

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/1/98

ARTICLES OF INCORPORATION
OF
LAW OFFICES OF MICHAEL J. TERRANA, P.A.

I, the undersigned make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be **Law Offices of Michael J. Terrana, P.A.**

ARTICLE II

BUSINESS, OBJECTS OR PURPOSES

The general nature of the business of the corporation and the objectives and purposes to be transacted shall be as follows:

- (a) To engage solely and specifically in the business of carrying on the general practice of law.
- (b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.
- (c) To own real and personal property necessary for the rendering of the above professional services.
- (d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

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TALLAHASSEE, FLORIDA

ARTICLE III

EXISTENCE OF CORPORATION

The duration of this corporation shall and will be perpetual unless sooner dissolved by law.

ARTICLE IV

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal place of business of the initial registered office of this corporation and its mailing address shall be 2124 West Kennedy Boulevard, Suite A, Tampa, Florida 33606, and its initial registered agent shall be Ronald E. Perez, Esquire, 10006 North Dale Mabry Highway, Suite 112, Tampa, Florida 33618.

The corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE V

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin doing business shall be \$500.00.

ARTICLE VI

CAPITAL STOCK

The number of capital shares of stock which this corporation shall have authority to issue shall be 4,000 shares of common stock with a par value of \$1.00 per share.

(a) Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all such shares of stock of any class or notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons (who are qualified to be stockholder as provided in Paragraph (d) of this Article) as the Board of Directors may determine.

(d) Each shareholder must be duly licensed or otherwise legally authorized to practice law in the State of Florida.

(e) No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have two (2) directors initially, and the number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one (1), and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and shall be duly licensed or otherwise legally authorized to practice law in the State of Florida, and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The name and address of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, by the by-laws of this corporation, and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael J. Terrana	2124 West Kennedy Boulevard, Suite A Tampa, Florida 33606
Ronald E. Perez, Jr.	2124 West Kennedy Boulevard, Suite A Tampa, Florida 33606

ARTICLE IX

SUBSCRIBERS

The name and address of the incorporator to these Articles is:

<u>Name</u>	<u>Address</u>
Michael J. Terrana	2124 West Kennedy Boulevard, Suite A Tampa, Florida 33606

ARTICLE X

TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any

meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provision or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statutes, and all rights

conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 30th day of April, 1998


MICHAEL J. TERRANA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared MICHAEL J. TERRANA, to me known to be the person described in and who subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 30 day of April, 1998.




NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

Jan. 27, 2001

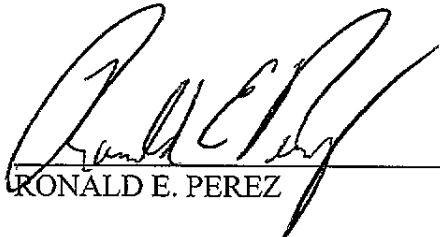
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, LAW OFFICES OF MICHAEL J. TERRANA, P.A., desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 2124 W. Kennedy Boulevard, Suite A, Tampa, Florida 33606, and RONALD E. PEREZ, ESQUIRE, of 10006 North Dale Mabry Highway, Suite 112, Tampa, Florida 33618 as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 30th day of April, 1998.


RONALD E. PEREZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA