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ROBERT S. HIGHTOWER

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FILED

98 JUN 30 PM 3:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 30, 1998

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

HAND-DELIVERY

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-06/30/98--01074--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Robert W. Perkins, P.A.

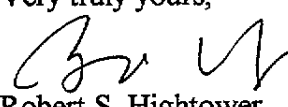
Dear Sirs:

Enclosed for filing please find Articles of Incorporation for Robert W. Perkins, P. A. Also enclosed is a check in the amount of \$78.75 made payable to the Secretary of State. This fee is to cover the filing fee, designation of registered agent, and a certificate of status.

Please call us when the certificate is ready to pick up.

Please call should you have any questions.

Very truly yours,

  
Robert S. Hightower

RSH/mb  
enclosures

cc: Robert W. Perkins, P. A.

*Call when ready  
222-3363*

RECEIVED  
98 JUN 30 PM 3:06  
DIVISION OF CORPORATION

P. Hall

JUN 30 1998

**ARTICLES OF INCORPORATION OF  
ROBERT W. PERKINS, P.A.**

FILED  
98 JUN 30 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.**

Name

The name of this Corporation shall be ROBERT W. PERKINS, P.A.

**ARTICLE II.**

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

(a) To engage in every aspect and phase of the practice of law and related activities within the State of Florida; and to engage in activities necessary and proper to facilitate and promote the practice of law through its officers and employees.

(b) To the extent not prohibited by the Professional Service Corporation Act, to invest its funds in real estate, mortgages, stocks, bonds and other type of investments; and

(c) To own or lease real or personal property necessary for the rendering of professional services.

This Corporation shall not be authorized to engage in any business other than the practice of law.

### ARTICLE III.

#### Address of Corporation

The street address and mailing address of the Corporation's principal office is 2033 Doomar Drive, Tallahassee, Florida 32308.

### ARTICLE IV.

#### Shares of Stock

The authorized capital stock of this Corporation shall consist of 7,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

### ARTICLE V.

#### Powers

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

### ARTICLE VI.

#### Incorporator

The name and current street address of the Incorporator of this Corporation is as follows:

Robert W. Perkins  
2033 Doomar Drive  
Tallahassee, Florida 32308

## ARTICLE VII.

### Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE VIII.

### Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be 2033 Doomar Drive, Tallahassee, Florida 32308. The name of the Registered Agent of the Corporation at the above address shall be Robert W. Perkins. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

## ARTICLE IX.

### Number of Directors

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

## ARTICLE X.

### Board of Directors

The name and street address of the initial Board of Directors of this Corporation, who shall hold office until the next annual meeting of the shareholders, and thereafter until their successors are elected is as follows:

Robert W. Perkins  
2033 Doomar Drive  
Tallahassee, Florida 32308

## ARTICLE XI.

### Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the officers who shall hold office until the next annual meeting of the Board of Directors, and thereafter until their successors are elected are as follows:

President	Robert W. Perkins 2033 Doomar Drive Tallahassee, Florida 32308
Secretary-Treasurer	Robert W. Perkins 2033 Doomar Drive Tallahassee, Florida 32308

## ARTICLE XII.

### Transactions In Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, solely because such director or directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely

because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholder.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

### ARTICLE XIII.

#### Indemnification

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

ARTICLE XIV.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

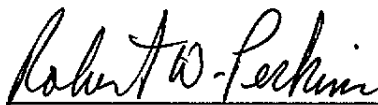
ARTICLE XV.

Corporate Action

Any action by the Shareholders/Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders/Directors entitled to a vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records as provided by law. Board of Directors' and Shareholders' meetings may be held jointly and all business of the corporation may be conducted in this fashion upon inception of this corporation until amendment of these Articles. All lawful business allowed by Shareholders and Board of Directors under Chapter 607, Florida Statutes, and the By-Laws of this corporation shall take place at such meetings.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

30<sup>th</sup> day of Jun, 1998.



ROBERT W. PERKINS

Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

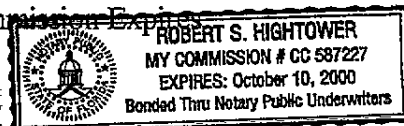
The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of June, 1998, by ROBERT W. PERKINS.

Robert S. Hightower  
NOTARY PUBLIC

(Seal)

ROBERT S. HIGHTOWER  
Typed Name:

My Commission Expires



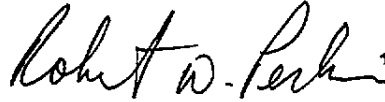
Personally known            OR produced Identification             
Type of identification



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

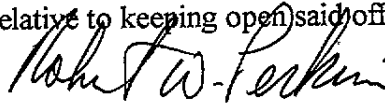
In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

ROBERT W. PERKINS has designated 2033 Doomar Drive, Tallahassee, Florida 32308 as its Registered Office and has named Robert W. Perkins, located at said address as its Registered Agent.



**ROBERT W. PERKINS**  
President

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.



**ROBERT W. PERKINS**  
Registered Agent

**FILED**  
98 JUN 30 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA