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July 24, 1998

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

Re: Taylor & Griffith, P.A.

File: 4028-1

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for Taylor & Griffith, P.A. for filing along with my check in the amount of \$122.50 representing the filing fee for same and fee for obtaining a certified copy of the filed Articles.

Please forward the certified copy of the Articles to my office at your earliest convenience.

Very truly yours,

  
Louis Stinson, Jr.

LSJr./ts  
Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Articles of Incorporation  
of  
Taylor & Griffith, P.A.

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DIVISION OF CORPORATIONS  
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The undersigned natural persons, competent and licensed to practice accounting in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this corporation shall be Taylor & Griffith, P.A.

The principal office of this corporation shall be 9497 So. Dixie Highway, Suite 515, Miami, Florida 33156.

The mailing address of this corporation shall be 9497 So. Dixie Highway, Suite 515, Miami, Florida 33156.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of accounting, and all its fields of specializations, as are engaged in by Certified Public Accountants.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### III

#### Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One thousand (1,000) shares of common stock at One Dollar \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV

#### Duration

The corporation shall have perpetual existence.

### V

#### Registered Agent

The address of this corporation's initial registered office is 9497 So. Dixie Highway, Suite 515, Miami, Florida 33156 and the name of its initial registered agent at said address is Thomas Griffith.

### VI

#### Incorporators

The name and address of the Incorporators are as follows:

Fred Taylor

Thomas Griffith

### VII

#### Board of Directors

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Fred Taylor

Thomas Griffith

## VIII

### Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## IX

### Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## X

### Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## XI

### Indemnification

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

## XII

### Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporators have

executed these Articles of Incorporation in Miami, Miami-Dade County, State of Florida, this 21 day of July 1998.

Thomas F. Griffith  
Fred E. Taylor  
Incorporators

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

Thomas F. Griffith  
Registered Agent

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Fred Taylor and Thomas Griffith who are to me well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 21 day of July, 1998.

Theresa Sutter  
Notary Public, State of Florida  
(Notarial Seal)

My Commission Expires:



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