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KATZ & VELIZ, P.A.

NORBERTO S. KATZ  
DAVID W. VELIZ

TELEPHONE (407) 894-6248  
FACSIMILE (407) 896-4355

August 24, 1998

Corporation Division  
Secretary of State  
Capitol Building  
Tallahassee, Florida 32305

RE: DAVID W. VELIZ, P.A.  
Effective date: October 1, 1998

Dear Sirs:

**LETTER DATE**  
10-1-98

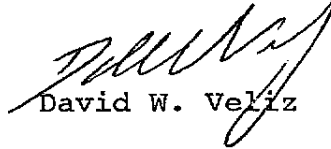
Please find enclosed the following:

1. Original and one (1) copy of Articles of Incorporation for this proposed corporation.
2. Operating account check number 3685 in the amount of \$122.50.

The duplicate copy of the Articles of Incorporation has been subscribed and acknowledged in the same matter as the original. Please endorse your approval of these Articles on the duplicate copy, certify it and return it to this office at your earliest convenience.

Thank you very much for your cooperation in this matter.

Sincerely yours,

  
David W. Veliz

DWV/rr  
Enclosures (2)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DAVID W. VELIZ, P.A.

A PROFESSIONAL CORPORATION

The undersigned, who is duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act adopt the following Articles of Incorporation:

EFFECTIVE DATE  
10-1-98

ARTICLE I - NAME

The name of the corporation is DAVID W. VELIZ, P.A.

ARTICLE II - REGISTERED OFFICE

The location and address of the Corporation's initial registered office of this State is 2211 East Michigan Street, Orlando, Florida 32806, Orange County. The initial registered agent at the registered office is NORBERTO S. KATZ.

ARTICLE III - PRINCIPAL OFFICE AND

PRINCIPAL OFFICE ADDRESS

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

DAVID W. VELIZ, P.A.  
2211 East Michigan Street  
Orlando, Florida 32806

ARTICLE IV - PURPOSE

This purpose for which the Corporation is organized shall be to engage and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with the practice, including but not limited

to, the following:

(a) To purchase, lease or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing business, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

#### ARTICLE V - DURATION

The term of existence of the corporation is perpetual. The effective date is October 1, 1998.

#### ARTICLE VI - PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by which the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with the rules of law practice.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
David W. Veliz, Esquire	2514 Logandale Avenue Orlando, Florida 32817

ARTICLE VIII - DIRECTORS

This Board of Directors shall consist of two (2) members. The name and address of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
David W. Veliz, Esquire	2514 Logandale Avenue Orlando, Florida 32817	President/ Vice-President/ Secretary/ Treasurer

ARTICLE IX - SHARE STRUCTURE

The maximum number of shares that the Corporation is authorized to have outstanding is 7,500 shares.

Restrictions on Issuance and Transfer

No share of stock of this Corporation shall be issued or transferred to any person who is not a licensed attorney at law, duly licensed to practice law in the State of Florida.

Authority of Board of Directors

Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without part value, whether issued at the

same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board Directors and has been paid or delivered, shall be fully paid nonassessable.

#### Dividends

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders,, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

#### Shareholders' Actions

To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

#### ARTICLE X - STATED CAPITAL

The amount of capital with which Corporation shall begin

business is \$1,000.00.

ARTICLE XI - AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in a manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of a dissenting shareholder.

ARTICLE XII - INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder; or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer of any firm of which he or she is a member; any corporation

of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or any other entity with which he or she is connected with the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation any take action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

#### ARTICLE XIII - INDEMNIFICATION

##### Right to Indemnification

The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or



her heirs and legal representatives against all expenses, judgments, decrees, fines penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be a party by reason of having been a director, officer or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority of all the directors, that the officer, director, or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation.

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

Any officer, director, or employee who is entitled to

indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President or the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors doers not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employees is entitled to indemnification, the officer, director or employee may, within sixty (60) days following the date of service of the demand, apply to a Court of general jurisdiction in the county in which the Corporation maintain its principal office, to consider the matters referred to in paragraph 12.1. If the Court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the Court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

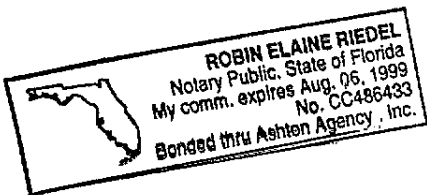
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of August, 1998.

  
\_\_\_\_\_  
DAVID W. VELIZ, ESQUIRE  
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 24th of August, 1998 by DAVID W. VELIZ, ESQUIRE, who state that he is the Incorporators in the foregoing Articles of Incorporation and that he has read the Articles of Incorporation and the matters and things contained therein are true and correct and who is personally known to me and who have produced a State of Florida driver's license as identification and who did take an oath.



*Robin S. Riedel*  
\_\_\_\_\_  
Notary Public:  
State of Florida  
My Commission Expires:

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

In the pursuance of Chapter 48.901, Florida Statutes the following is submitted in compliance with said act:

First - - that DAVID W. VELIZ, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida has named NORBERTO S. KATZ, located at 2211 East Michigan Street, City of Orlando, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation and I hereby accept to act in that capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By:   
\_\_\_\_\_  
NORBERTO S. KATZ

98 AUG 27 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED