

P98000093216

LAW OFFICE OF J. MICHAEL YOUNG
ATTORNEY & COUNSELOR AT LAW
A PROFESSIONAL ASSOCIATION

255 SOUTH AIRPORT-PULLING RD.
NAPLES, FLORIDA 34104

PH: (941) 430-1712
FX: (941) 430-1713

Oct. 20, 1998

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

900002678299--6

-11/02/98--01123--019
****122.50 *****78.75

RE: Law Office of J. Michael Young, P.A.

Dear Sir,

In reference to the above, please find enclosed the following:

1. Two copies of Articles of Incorporation of Law Office of J. Michael Young P.A.

2. Stamped, self-addressed envelope for return of copy of Articles of Incorporation

3. Designation of Registered Agent

4. Check in the amount of \$122.50 for filing fees

Respectfully,

J. Michael Young
Attorney at Law

*J. Michael Young gave
auth by phone to
correct the corporate
Name.*

*DmC
11/3/98*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION

OF

LAW OFFICE OF J. MICHAEL YOUNG, P.A.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this professional corporation is Law Office of J. Michael Young, P.A.

**ARTICLE II
PURPOSE AND NATURE OF BUSINESS**

The following purpose of the Corporation and the nature of its business is as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of this Corporation, which consist of the practice of law, shall be carried out only through officers, employees and agents who are active members of the Florida Bar in good standing and licensed in Florida to render the service of law.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the rules of the Florida Bar or by the provisions of these Articles of Incorporation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an

individual who is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing.

ARTICLE IV DURATION

The Corporation shall have a perpetual existence.

ARTICLE V ADDRESS AND AGENT

The street address and mailing address of the principal office of the Corporation is 255 South Airport-Pulling Road, Naples, Florida 34104. The Name and address of the initial registered agent of the Corporation is: J. Michael Young, Attorney at Law, 255 South Airport-Pulling Road, Naples, Florida 34104.

The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as Director of the Corporation unless the person is duly licensed to practice law in the State of Florida and is an active member of the Florida Bar in good standing. Directors shall be elected by the shareholders of the Corporation. The name and address of each person who is to serve as a member of the initial Board of Directors is as follows: J. Michael Young

ARTICLE VII SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice law, are as follows:

J. Michael Young
Attorney at Law
255 South Airport-Pulling Road
Naples, Florida 34104

ARTICLE VIII RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then the Corporation shall require him to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner providedf by law.

ARTICLE XI BYLAWS

The Bylaws of the Corporation are to be made, altered or rescinded by the approval of the Directors of the Corporation, together with the approval of the shareholders of the Corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XII SECTION 1244 STOCK

The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the reulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

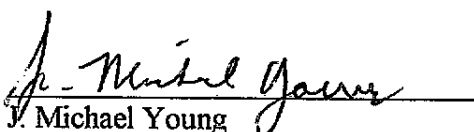
ARTICLE XIII PREEMPTIVE RIGHTS GRANTED

Each shareholder of any stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIV RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of stock in this Corporation shall not dispose of the stock of the Corporation which he may hereafter acquire without first making it available for purchase by the Corporation and then to the remaining shareholders of the Corporation should the Corporation not elect to purchase any or all of such shares.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation this 29th day of October, 1998.

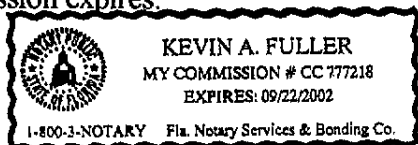

J. Michael Young
Attorney at Law

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared J. Michael Young, Attorney at Law, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 29th day of October, 1998.

My commission expires:

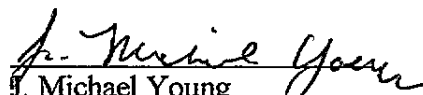



NOTARY PUBLIC

(SEAL)

ACKNOWLEDGMENT OF REGISTERED AGENT

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


J. Michael Young
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA