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**JOSEPH R. CASACCI, P.A.**

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**ARTICLES OF INCORPORATION FOR A PROFESSIONAL CORPORATION**

**(F.S. §607.0202 AND CHAPTER 621)**

The undersigned natural person, competent and licensed to practice law in the State of Florida as an attorney, acting hereby as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I.**

**Article I - Name**

The name of this corporation is:

**JOSEPH R. CASACCI, P.A.**

**Article II - Purposes**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by lawyers.

**Article 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 Hundred (100) shares of common stock at One (\$1.00) Dollar per share par value.

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

c. Shares of the corporation stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized to practice law in the State of Florida.

#### **Article IV - Duration**

The corporation shall be perpetual existence.

#### **Article V - Principal Office**

The street address of the initial principal office of the corporation is as follows:

305 Southeast 18th Court, Fort Lauderdale, Florida 33316.

#### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered agent of this corporation is 305 Southeast 18th Court, Fort Lauderdale, Florida 33316; and the name of the initial registered agent of this corporation at that address is **JOSEPH R. CASACCI**.

#### **Article VII - Incorporator**

The name and address of the Incorporator is as follows:

**JOSEPH R. CASACCI**  
305 Southeast 18th Court  
Fort Lauderdale, Florida 33316

#### **Article VIII - Informal Shareholder Action**

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

#### **Article 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 at the book value per share price and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### **Article 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 the consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized as a meeting of the Board of Directors.

#### **Article XI - Board of Directors**

The corporation shall have Board of Directors consisting of one (1) person director initially. The number of directors may be either increased or diminished from time to time by resolution of the majority of the stockholders but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

<b>JOSEPH R. CASACCI</b>	President/Director
305 Southeast 18th Court	
Fort Lauderdale, Florida 33316	


#### **Article XII - Indemnification**

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

#### **Article XIII - By Law Amendment**

The power to adopt, alter, amend or appeal the By Laws of this corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws governing a professional service corporation.

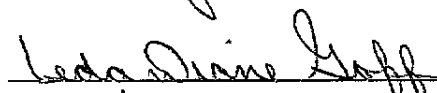
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of January, A.D. 1999.

  
JOSEPH R. CASACCI, Subscriber

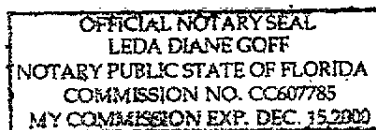
STATE OF FLORIDA       )  
                                  ) S.S.  
COUNTY OF BROWARD   )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared JOSEPH R. CASACCI, who is personally known to me or who presented \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 20<sup>th</sup> day of January, A.D. 1999.

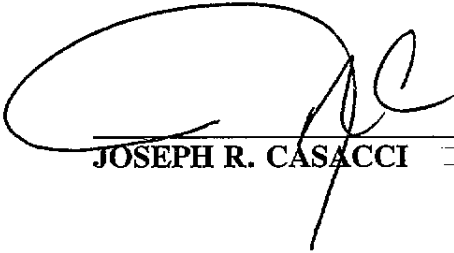
  
Print Name: LEDA DIANE GOFF  
Notary Public-State of Florida

Commission No. CC607785  
My Commission Expires: 12/15/2000



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **JOSEPH R. CASACCI, P.A.**, which is contained in the foregoing Articles of incorporation dated this 20th day of January, 1999.

  
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**JOSEPH R. CASACCI**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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