

P99000015327

LAW OFFICES  
JAMES, BIELEJESKI & AURELIUS, P.A.

G. EARL JAMES (1918-1995)  
JOHN BIELEJESKI, JR.  
JOHN E. AURELIUS

COLONIAL BUILDING  
4367 NORTH FEDERAL HIGHWAY  
FORT LAUDERDALE, FLORIDA 33308

AREA CODE 954  
TELEPHONE 772-8222  
FAX NO. 772-8759

February 12, 1999

300002775903--1  
-02/15/99--01128--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

Corporate Records Bureau  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: JAMES & BIELEJESKI, P.A.

Ladies/Gentlemen:

We enclose herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our firm's trust account check in the amount of \$122.50 representing the following charges:

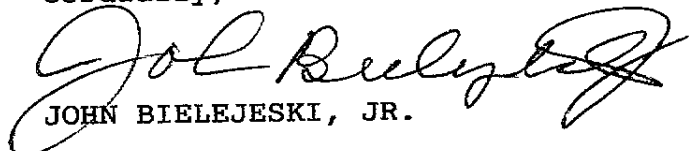
\$	35.00	Filing Fee
	52.50	Certified Copy if Articles
	35.00	registered Agent Fee
<hr/>		
\$	122.50	

Please return the certified copy of the Articles to the undersigned. Thank you.

Also please be advised that G. Earl James, Esq., passed away on May 3, 1995. (see copy of death certificate attached)

Further, John E. Aurelius is forming his own P.A.

Cordially,

  
JOHN BIELEJESKI, JR.

JB/grc

Enclosures

FILED  
CLERK OF STATE  
99 FEB 15 AM 10:11

R. Purinton FEB 17 1999

ARTICLES OF INCORPORATION  
OF  
JAMES & BIELEJESKI, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:  
JAMES & BIELEJESKI, P.A.

ARTICLE II

ADDRESS

The mailing address of this corporation shall be:  
4367 North Federal Highway, Suite 101  
Fort Lauderdale, FL 33308

ARTICLE III

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To practice the profession of law and all matters incidentally related thereto and lawfully allowed to members of the legal profession.

(b) To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to practice law and related services within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to excise the voting power of any or all of his stock.

FILED  
SECRETARY OF STATE  
99 FEB 15 AM 10:11

(c) To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges, or franchise, or for any other lawful purposes of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness, payable to a specified time or times or payable on the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful object; except that this provision or other provisions herein shall not be construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation Act.

(d) To do all acts of every kind and nature which are from time to time deemed by the Board of Director to be necessary suitable, convenient or proper for the accomplishment of any of the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise.

(e) To acquire all or any part of the good will, rights, property and service of any person, or professional service corporation or association heretofore or hereafter engaged in any service which the corporation has the power to conduct; to pay for the same in cash, or stocks or bonds of the corporation provided that such stocks or bonds shall be issued only to an individual who is duly licensed or otherwise legally authorized to render professional legal and related services in the State of Florida; to hold, utilize or in any manner dispose of all or any part of the rights and property so acquired and to assume in connection therewith any liabilities of any person, professional service corporation nor association, and to conduct in any lawful manner the whole or any part of the service thus acquired.

(f) And, without limiting the generality of any of the

foregoing language, the corporation shall have all the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

#### ARTICLE IV

##### STOCK

The maximum number of shares and the par value of same this is corporation this authorized to have outstanding at any one time is ONE THOUSAND SHARES (1,000) of ONE DOLLAR (\$1.00) par value each.;

#### ARTICLE V

##### CAPITAL

The amount of capital with which this corporation will begin business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

#### ARTICLE VI

##### TERM

This corporation shall have a perpetual existence.

#### ARTICLE VII

##### REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be JOHN BIELEJESKI, JR., and the Registered Office shall be located at 4367 North Federal Highway, Suite 101, Fort Lauderdale, Florida 33308, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

#### ARTICLE VIII

No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is duly licensed to render the same professional services which the corporation has the power to conduct, and such sale or transfer may

be made only after the same shall have been approved, at a stockholder's meeting especially called for such purpose, by the holders of three-fourths of the outstanding stock. At such stockholder's meeting, the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted toward such approval. The Board of Directors of this corporation may adopt any additional by-laws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its share; provided, however, that such provisions dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

#### ARTICLE IX.

##### STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, who has been rendering legal and related services to the public and who becomes legally disqualified to render such services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continuing rendering of such legal and related services, to sever all employment with, and financial interest in, this corporation forthwith; and upon the death of a shareholder, the deceased shareholder's stock shall be purchased by the corporation under the term sand conditions to be agreed on by and between the corporation and the shareholders.

#### ARTICLE X

##### INITIAL DIRECTORS AND OFFICERS

This corporation shall have not less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-

Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

<u>NAMES:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
JOHN BIELEJESKI, JR.	4367 North Federal Highway Fort Lauderdale, FL 33308	President & Secretary

#### ARTICLE XI

#### SUBSCRIBERS

The name and street address of the subscriber to the Articles of Incorporation is:

JOHN BIELEJESKI, JR.	4367 North Federal Highway Fort Lauderdale, FL 33308
----------------------	---

#### ARTICLE XII

#### SPECIAL PROVISIO

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such

meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have been approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or another governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors, or whatever a greater vote is required by law, or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

### ARTICLE XIII

#### GENERAL PROVISIONS

This corporation shall, at the first meeting of the stockholders, after issuance of the Charter by the State of Florida duly formulate and adopt By-Laws and such other regulations of business and conduct of the affairs of the corporation, and such other provisions as they may deem necessary for creating, dividing, limiting and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing issuance of stock and governing the issuance of stock certificates, provided

such provisions are not contrary to the laws of the State of Florida.

ARTICLE XIV  
REPLACEMENT OF LOST STOCK CERTIFICATES

Should any stockholder lose, destroy or have stolen any stock certificate, the Secretary of the Corporation is empowered to issue stock certificates to replace such lost, destroyed or stolen stock certificates upon receipt of a written notice from the stockholder to stop transfer of the lost, destroyed or stolen certificates, together with an affidavit of the stockholder which shall described the missing certificates, the circumstances concerning the loss, destruction or theft of the certificates, as well as reciting that the stockholder is entitled to the full and exclusive possession of the said certificates, and is willing to indemnify the corporation for any loss it may sustain by issuing duplicate certificates for those alleged to be missing.

IF the Secretary of the corporation ascertains that the aforesaid notice to stop transfer and stockholder's affidavit are in order and meet the foregoing requirements, then he shall cause said notice and affidavit to be attached to th certificate stub in the corporate stock certificate book, and have said stub stamped "CANCELED" after which he shall cause a duplicate certificate to be issued which shall be plainly on its face "DUPLICATE CERTIFICATE ISSUED DUE TO LOSS" (or destruction, or theft, as the case may be).

If the Secretary fully complies with these provisions, the corporation shall indemnify him for any loss he may sustain by issuing said duplicate certificates.

It shall not be necessary for either the stockholder or the corporation to post bond or other security or to seek the aid of any court in order to have such missing certificates replaced.



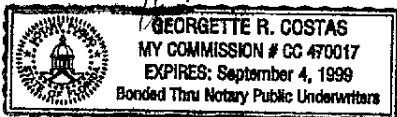
IN WITNESS WHEREOF, I have hereunto set my hand and seal at  
Fort Lauderdale, Broward County, Florida this 12 day of  
Feb. 1999.

*John Bielejeski, Jr.*  
JOHN BIELEJESKI, JR.

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared  
JOHN BIELEJESKI, JR., to me well known to be the individual described in or  
who has produced \_\_\_\_\_ as identification and who did take  
an oath and who executed the foregoing Articles of Incorporation of:  
JAMES & BIELEJESKI, P.A., and he acknowledged before me that he signed  
and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal  
at Fort Lauderdale, Broward County, Florida, this 12 day of  
February, 1999.



*Georgette R. Costas*  
NOTARY PUBLIC  
STATE OF FLORIDA  
GEORGETTE R. COSTAS

My commission expires:

FILED  
SECRETARY OF STATE  
OFFICE OF CORPORATIONS  
99 FEB 15 AM 10:11