

P99000023401

THE CHAPMAN LAW FIRM CO., L.P.A.

1276 W. 3RD STREET SUITE 420
CLEVELAND, OHIO 44113
(216) 696-1133

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FILED

99 MAR 15 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(originally sent ck for \$346.25)

I called and spoke
with Frank Chapman -
he wants to file as a P.A. (621)
not a Professional Limited Co. (608+621)
I returned his ck for 346.25 on 3/11/99

SD

SHARON

MAR 15 1999

W99-5911

ARTICLES OF INCORPORATION OF
THE CHAPMAN LAW FIRM, P.A.

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the incorporation:

ARTICLE I

NAME

The name of the corporation is THE CHAPMAN LAW FIRM, P.A..

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is Mizner Park, 320 Plaza Real Suite 604, City of Boca Raton, County of Palm Beach, State of Florida 33432. The name of the initial registered agent of the corporation, located at the office is Frank H. Chapman II.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual, that is, until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is to practice the profession of law. The sole exclusive professional service to be rendered by the corporation is the practice of law.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 750 shares. These shares shall be of a single class of common stock, and shall have a value of \$0.00 per share.

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ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$5000.

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of The State of Florida, including, but not limited to, the following:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

The purpose for which a corporation is organized must be lawful. FS 607.0202(2)(b)(1).

The Florida Professional Service Corporation and Limited Liability Company Act does not preclude a professional service corporation from investing in funds in real estate, mortgages, stocks, bonds, or any other type of investment, or from owning real or personal property necessary for the rendering of professional services for which it was formed. See FS 621.08.

ARTICLE VIII

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Frank H. Chapman II., Mizner Park, 320 Plaza Real, Suite 604, Boca Raton, Florida,
33432

ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial directors are:

Frank H. Chapman II., Mizner Park, 320 Plaza Real, Suite 604, Boca Raton, Florida 33432

The initial directors shall hold office until the successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be two years and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

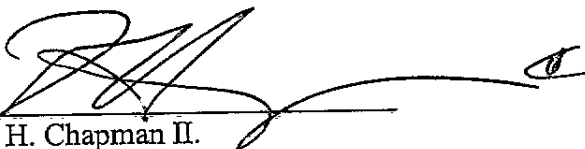
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 30 days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporation property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles of incorporation at Boca Raton, Florida this 22nd day of November, 1998.


Frank H. Chapman II.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____
The Chapman Law Firm P.A.

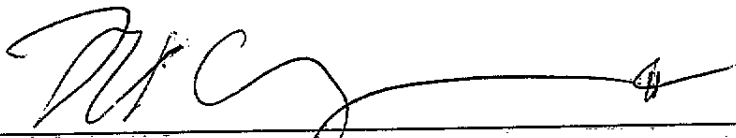
2. The name and the Florida street address of the registered agent are:

Frank H. Chapman II.
NAME

320 Plaza Real Suite 604, Boca Raton, Fl. 33432
Florida street address (P. O. Box NOT ACCEPTABLE)

Boca Raton FL 33432
CITY, STATE AND ZIP

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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TALLAHASSEE, FLORIDA