

999000024302

Law Offices of
Peter G. Shuttters, P.A.

409 S.E. Fort King Street
Ocala, Florida 34471
352-622-6677

9 March 1999

State of Florida
Corporate Record Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002802115--7
-03/11/99-01041-026
****122.50 *****78.75

RE: Law Offices of Peter G. Shuttters, P.A.

Dear Sir or Madam:

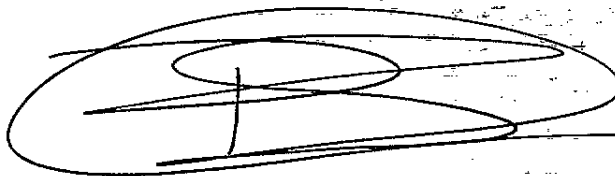
Enclosed are the Articles of Incorporation for the above corporation,
together with a check for \$122.50 to cover the following:

Filing Fee	\$70.00
Certified Copy	\$52.50
Total	\$122.50

EFFECTIVE DATE
03-09-99

Please send a certified copy to me at your earliest convenience.
Thanking you in advance for your consideration.

Respectfully yours,



Peter G. Shuttters, Esq.

FL Bar # 108308

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 AM 8:51

MAR 17 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 11 AM 8:51

**ARTICLES OF INCORPORATION
OF
LAW OFFICES OF PETER G. SHUTTERS, P.A.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

**ARTICLE I.
NAME**

The name of this Corporation shall be **Law Offices of Peter G. Shuttters, P.A.**

EFFECTIVE DATE
103-09-99

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence upon the date of subscription of acknowledgment of these Articles of Incorporation, except that if they are not filed by the Department of State of the State of Florida within five (5) days exclusive of legal holidays. After that date, then corporate existence shall commence upon filing by the Department of State.

**ARTICLE III.
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV. CAPITAL STOCK

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	A, Voting, Common Stock

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation. Shares held by each shareholder may not be sold or otherwise transferred to other persons or other entities, except as follows: a) sold back to the corporation at a price agreed to between the seller and the remaining shareholders, or if no price is found agreeable then at a price as determined by an independant appraiser; or b) devised by will to either a surviving spouse, descendant or other member of the immediate household at time of death; or c) to any third party after written consent to such conveyance by a majority vote of the remaining shares of stock. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article. No share shall be conveyed, split, transferred, or given by testamentary devise or otherwise, if such action would violate the federal prescriptions for an S corporation, as provided by law in effect at the time of proposed action.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

Upon the majority vote of the outstanding shares of this corporation, the president shall be authorized to obtain 'key man' insurance policies covering life and employment disability of the president of this corporation which policies are to be funded from the treasury of the corporation and which policies are to be owned by the corporation.

ARTICLE V. PRINCIPAL BUSINESS OFFICE

The principal business office of this corporation shall be located at 409 S.E. Fort King Street, Ocala, Florida 34471.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 409 S.E. Fort King Street, Ocala, Florida 34471, and the initial registered agent of the Corporation at that address shall be PETER G. SHUTTERS. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the initial director of this Corporation is:

Peter G. Shuttters
409 S.E. Fort King Street
Ocala, Florida 34471

Directors may be removed with cause.

The business of this corporation shall be managed by the stockholders of the corporation rather than by a board of directors. Only the president acting in the capacity as president shall have the authority to sign contracts, checks, receipts or otherwise conduct business on behalf of the corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is:

Peter G. Shuttters
409 S.E. Fort King Street
Ocala, Florida 34471

ARTICLE IX. BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE X. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XI. CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XII. LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

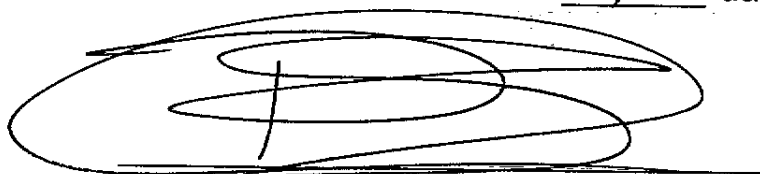
ARTICLE XIII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 9th day of March 1999.

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a central vertical stroke.

Peter G. Shuttters

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

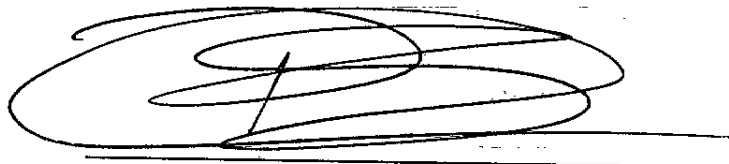
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Law Offices of Peter G. Shuttters, P.A. desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 409 S.E. Fort King Street, Ocala, Florida 34471, has named and designated Peter G. Shuttters as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 9th day of March 1999.



Peter G. Shuttters
Registered Agent

99 MAR 11 AM 8:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS