



THE UNITED STATES
CORPORATION
COMPANY

P9900038421

FILED

99 APR 20 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 210754 4303940

AUTHORIZATION :

Patricia Pijuta

COST LIMIT : \$ 78.75

ORDER DATE : April 19, 1999

ORDER TIME : 9:31 AM

ORDER NO. : 210754-005

CUSTOMER NO: 4303940

600002844516--5

CUSTOMER: Charles L. Stutts, Esq
HOLLAND & KNIGHT
HOLLAND & KNIGHT
Suite 2300
400 North Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: THOMAS ~~SE~~ PATRICK MURPHY, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

PH
4/28/99

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DIVISION OF CORPORATION

W99-9327



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 20, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: THOMAS P. MURPHY, P.A.
Ref. Number: W99000009327

RESUBMIT
Please give original
submission date as file date.

We have received your document for THOMAS P. MURPHY, P.A. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 099A00020391

RECEIVED
DIVISION OF CORPORATIONS
99 APR 27 PM 4:39

ARTICLES OF INCORPORATION

OF

THOMAS PATRICK MURPHY, P.A.

FILED
99 APR 20 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is THOMAS PATRICK MURPHY, P.A.

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing upon filing with the Secretary of State.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of law and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

- C. Shares of the Corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Thomas P. Murphy

Address: 3210 Matilda Street, Coconut Grove, Miami, FL
33133

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: Thomas P. Murphy

Address: 3210 Matilda Street, Coconut Grove, Miami,
FL 33133

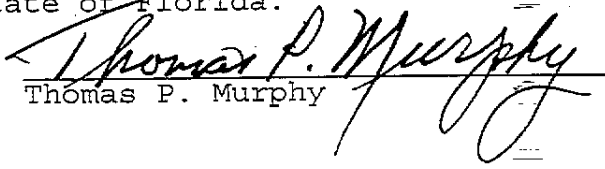
ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:

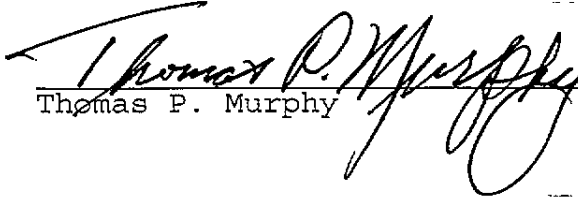
Address: 3210 Matilda Street, Coconut Grove, Miami,
FL 33133

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 17th day of March, 1999, for the purpose of organizing this Corporation under the laws of the State of Florida.


Thomas P. Murphy

ACKNOWLEDGMENT:

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


Thomas P. Murphy

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TALLAHASSEE, FLORIDA