

P99 000049647

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: WILLIAM A. FRIEDLANDER & ASSOCIATES P.A.
(Proposed corporate name - must include suffix)

900002893089--0
-06/02/99--01078--022
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

RECEIVED
99 JUN -2 PM 2:21
COUNTY OF GULF
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

MARLOW V. WHITE
Name (Printed or typed)

216 W. College Ave Suite 201
Address

Tallahassee FL 32301
City, State & Zip

(850) 425-5000
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 JUN -2 PM 2:25
FILED

WILL
WAIT

NOTE: Please provide the original and one copy of the articles.

6/2/99

FILED

99 JUN -2 PM 2: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WILLIAM A. FRIEDLANDER & ASSOCIATES, P. A.

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a professional service corporation for profit under the provisions of the Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this corporation shall be William A. Friedlander & Associates, P. A.

ARTICLE II

Purposes and Duration

The general nature and purposes of business to be transacted, promoted and carried on by the corporation, having perpetual existence upon execution of these Articles, are as follows:

a. To engage in every aspect in the practice of law, and any of its fields of specialization, designation and certification as may be engaged in by attorneys.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services specified herein.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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 1,000 shares of common stock at \$1.00 par value per share.

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

c. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

Registered Agent

The address of this corporation's initial registered office is 216 W. College Ave. #201, Tallahassee, Florida 32301, and the initial registered agent at said address Marlow White.

ARTICLE V

Incorporator

The name and address of the Incorporator is William A. Friedlander, P. A., 216 W. College Ave. #203, Tallahassee FL 32301.

ARTICLE VI

Board of Directors

The corporation shall have a Board of Directors consisting of one person initially. The number of Directors may be increased or decreased from time to time by a unanimous resolution of the Stockholders but shall never be less than one. The initial Director of this corporation is William A. Friedlander, 216 W. College Avenue, Tallahassee FL 32301.

ARTICLE VII

Informal Shareholder Action

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

ARTICLE VIII

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 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 IX

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

ARTICLE X

Indemnification

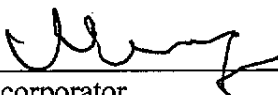
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaw of this corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 21st day of May, 1999.



Incorporator

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ACKNOWLEDGEMENT OF ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

s. s Tallahassee

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared WILLIAM A. FRIEDLANDER, a person well known to me, who executed the foregoing Articles of Incorporation as the Incorporator in my presence and he acknowledged that he executed them for the uses and purposes therein mentioned and set forth on this 25th day of May, 1999



A. Eugene Lewis
MY COMMISSION # CC590147 EXPIRES
January 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

A. Eugene Lewis

Designation of Registered Agent

IN COMPLIANCE with Subsection 48.091, Florida Statutes, William A. Friedlander & Associates, P. A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 216 W. College Ave. #203, names Marlow White, 216 W. College #201, Tallahassee, FL 32301, as registered agent.

Executed: 5/21/99

William A. Friedlander
Corporate Director

Acceptance of Designation as Registered Agent

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated above, I hereby agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed: 5/21/99

William A. Friedlander
Registered Agent