

*Nicholas B. Bangos*  
1 East Spruce Street  
Orlando, Fl 32804  
(407) 895-4623

P99000054899

June 14, 1999

Florida Department of State,  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl 32399

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 16 PM 4:39

FILED

Re: Incorporation of Nicholas B. Bangos, P.A.

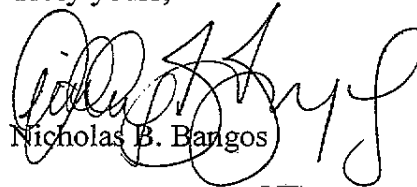
Dear Sir or Madam:

I am enclosing herewith an original and copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$ 78.75 is enclosed for the appropriate filing fees, which includes a Certified Copy fee.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at the above listed address. Your prompt attention to this matter is appreciated.

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-06/16/99-01008--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Truly yours,

  
Nicholas B. Bangos

NBB/  
Enclosures

T. SMITH JUN 16 1999

**ARTICLES OF INCORPORATION**  
**A PROFESSIONAL ASSOCIATION OF**  
**NICHOLAS B. BANGOS, P.A.**

The undersigned, a natural person, competent and licensed to practice law in the State of Florida, acting as incorporator for the purpose of forming a Professional Service Corporation for profit under the Florida General Corporation Act, and Section 621, Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name**

The name of this Professional Association is Nicholas B. Bangos, P.A.

**ARTICLE II**

**Duration**

The period of this Professional Association is perpetual.

**ARTICLE III**

**Purpose**

The purpose of this Professional Association is to engage in any activities or business permitted under the laws of the United States and the State of Florida, to engage in every aspect in the practice of law, and all its fields and specialization, as are engaged in by attorneys. The professional services involved will be rendered only through its officers, agents, and, as the case may be, 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 service as this Professional Association. To invest its funds as permitted in Fla. Stat. ch. 621.08.

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TALLAHASSEE, FLORIDA

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## **ARTICLE IV**

### **Capital Stock**

The Professional Association is authorized to issue 1,000 shares, all of one class, at \$1.00 par value. Shares of the Professional Association'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 Professional Association.

## **ARTICLE V**

### **Initial Registered Office and Agent**

The name and address of the registered agent and registered office of this Professional Association shall be as follows:

NICHOLAS B. BANGOS  
96 WILLARD STREET, SUITE 302  
COCOA BEACH, FLORIDA 32922-7947

## **ARTICLE VI**

### **Mailing Address of the Corporation**

The mailing address of the Professional Association is 96 Willard Street, Suite 302, Cocoa Beach, Fl 32922-7947.

## **ARTICLE VII**

### **Initial Board of Directors**

The professional Association shall have one (1) Director initially. The number of the Directors may be either increased or decreased from time to time by amendment of the Bylaws of the Professional Association in the manner provided by in he Bylaws, but shall never be less than one (1).

The name and address of the initial directors of this Professional Association are:

NICHOLAS B. BANGOS  
96 WILLARD STREET, SUITE 302  
COCOA BEACH, FLORIDA 32922-7947

#### **ARTICLE VIII**

##### **Incorporators**

The name and address of the Incorporator signing these Articles of Incorporation is:

NICHOLAS B. BANGOS  
1 EAST SPRUCE STREET  
ORLANDO, FLORIDA 32804

#### **ARTICLE IX**

##### **Directors' Authority to Fix Compensation**

Directors shall have authority to fix the compensation of the Officers of this Professional Association.

#### **ARTICLE X**

##### **Severance and Termination of Employment**

If any Officer, Director, Stockholder, Agent or Employee of this Professional Association becomes legally disqualified to render the professional services for which the Professional Association is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with this Professional Association, and shall not thereafter participate or share directly or indirectly, in any earnings or profits realized by the Professional Association and shall forthwith, upon such disqualification of any shareholder, purchase such Shareholder's shares and pay him all accounts owing and lawfully due to him or her by the Professional Association, except that such share shall not be entitled to dividends.

## **ARTICLE XI**

### **Director Conflict of Interest**

A. No contract or other transaction between the Professional Association and one or more of its Directors, or between the Professional Association and any other corporation, firm, association, or other entity, in which one or more of its Directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason that such Director or Directors are present at the meeting of the Board of Directors of a committee thereof which approves such contract or transaction, or that his or her, or their, votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
3. If the contract or transaction is fair and reasonable as to the Professional Association at the time it is approved by the vote of the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

## **ARTICLE XII**

### **Indemnification**

The Professional Association shall indemnify any Officer, Director or any former Officer or Director, to the fullest extent permitted by law.

## **ARTICLE XIII**

### **Shareholders Quorum and Voting**

A majority of the shares entitled to vote, represented in person, or proxy, shall constitute a quorum at a meeting of Shareholders. If a quorum is present, the actions by the Shareholders will be approved if the affirmative votes of "yes" or "approved" exceed the negative votes of "no" or "disapproved".

## **ARTICLE XIV**

### **Removal of Directors**

At a meeting of shareholders called expressly for that purpose, any one director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the shares then entitled to vote at an election of the Board of Directors.

## **ARTICLE XV**

### **Informal Action of Directors**

If all Directors severally or collectively consent in writing to any action taken or to be taken by the Professional Association, and the writing evidencing their consent are filed with the Secretary of the Professional Association, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

## **ARTICLE XVI**

### **Effective Date of the Incorporation**

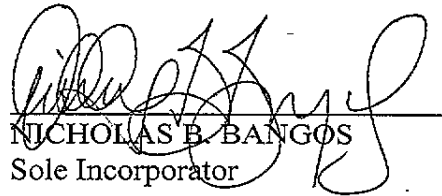
This corporation shall be deemed to have come into existence on the date of filing.

ARTICLE XVII

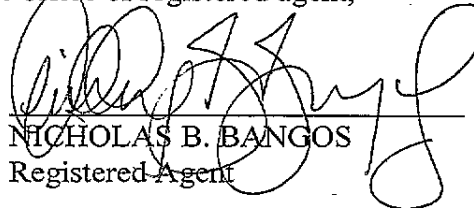
Amendment of Articles

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Florida corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14<sup>th</sup> day of June, 1999.

  
NICHOLAS B. BANGOS  
Sole Incorporator

The Undersigned hereby accepts the office of registered agent,

  
NICHOLAS B. BANGOS  
Registered Agent

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of June, 1999, by Nicholas B. Bangos, who is personally known to me and who did take an oath.

NOTARY PUBLIC



State of Florida at Large (Seal)

My Commission expires:



Patricia I. Smith  
MY COMMISSION # CC663772 EXPIRES  
August 1, 2001  
BONDED THRU TROY FAIR INSURANCE, INC