

P99000059206  
*Sam C. Caliendo* ATTORNEY AT LAW

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

300002917123--5  
-06/28/99--01089--014  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Esquire Mediation Services, Inc.

Dear Sirs:

Enclosed please find my check in the amount of \$122.50 for the filing fee, and the executed articles of incorporation, to file the above referenced corporation. Please return the certificate of incorporation and the articles to the undersigned upon filing.

Thank you for your attention to this matter.

Sincerely,



Sam C. Caliendo

FILED  
99 JUN 28 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JUN 30 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**ESQUIRE MEDIATION SERVICES, INC.**

FILED  
99 JUN 28 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME OF CORPORATION AND CORPORATE ADDRESS**

The name of this corporation is: ESQUIRE MEDIATION SERVICES, INC. and the corporate address is: Suite k - 5455 N. Federal Highway, Boca Raton, Florida 33487.

**ARTICLE II**

**DURATION**

This corporation has perpetual existence unless otherwise specified in these Articles of Incorporation.

**ARTICLE III**

**PURPOSES**

This corporation is organized for the purpose of transacting any and all business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 500 shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is: Suite K - 5455 N. Federal Highway,

Boca Raton, Florida 33487, and the Registered agent at that address is: Sam C. Caliendo.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than One (1) nor more than Seven (7). The name(s) and address(es) of the initial Directors(s) of this corporation is/are:

Sam C. Caliendo  
Suite K - 5455 N. Federal Highway  
Boca Raton, Florida 33487

## **ARTICLE VII**

### **INCORPORATION**

The name(s) and address(es) of the person signing these Articles of Incorporation is/are:

Sam C. Caliendo  
Suite K - 5455 N. Federal Highway  
Boca Raton, Florida 33487

## **ARTICLE VIII**

### **BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

## **ARTICLE IX**

### **INITIAL ISSUE OF STOCK**

<u>Name</u>	<u>Shares</u>
Sam C. Caliendo	--500--

**ARTICLE X**

**APPROVAL OF SHAREHOLDERS FOR MERGER**

The approval of the shareholders of this corporation to any plan or merger will be required in every case, whether or not such approval is required by law.

**ARTICLE XI**

**MEETINGS BY CONFERENCE**

Members of the Board of Directors may participate in special meetings by conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person, by each Director.

**ARTICLE XII**

**AMENDMENT**

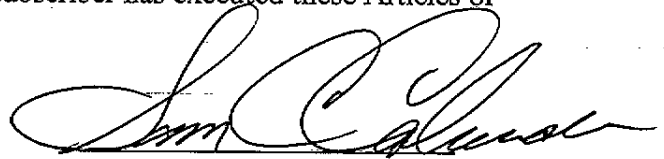
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII**

**INDEMNIFICATION**

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

**IN WITNESS WHEREOF** the undersigned subscriber has executed these Articles of Incorporation this 25 day of June, 1999.

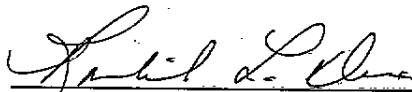
A handwritten signature in black ink, appearing to read 'Sam C. Caliendo', is written over a horizontal line.

Sam C. Caliendo  
Subscriber

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 25 day of June, 1999, by Sam C. Caliendo who is personally known to me or who has provided \_\_\_\_\_ as identification and who did (did not) take an oath.



NOTARY PUBLIC, STATE OF FLORIDA

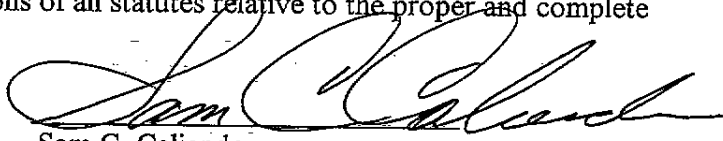
My Commission Expires:



ROSALIND L. DAVIS  
COMMISSION # CC 524071  
EXPIRES FEB 23, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Sam C. Caliendo

Address: Suite K - 5455 N. Federal Highway  
Boca Raton, Florida 33487

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