

BOYER JACKSON, P.A.

ATTORNEYS & COUNSELORS AT LAW

August 11, 1999

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

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*****78.75 *****78.75

Re: ROBERT A. JACKSON, P.A.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed corporation. Also enclosed is a check in the amount of \$78.75 representing payment of the following:

Filing fee	\$35.00
Registered Agent	35.00
Certified Copy Fee	<u>8.75</u>
	\$78.75

Please file the Articles of Incorporation and return the Certificate of Incorporation and certified copy of the Articles to my office.

Sincerely yours,

BOYER JACKSON, P.A.
Robert A. Jackson
Robert A. Jackson

/mb
Enc.

FILED
99 AUG 17 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. GUNNOR CASE AUG 23 1999

EDWIN M. BOYER, ESQ. • MARY ALICE JACKSON, ESQ. • ROBERT A. JACKSON, ESQ.

1800 Second St., Suite 760, Sarasota, Florida 34236 • Tel: 941-365-2304 • Fax: 941-364-9896

ARTICLES OF INCORPORATION

OF

ROBERT A. JACKSON, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice law in the state of Florida, desires to form a professional corporation in accordance with Chapter 607, Florida Statutes and the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME: The name of this Corporation shall be: ROBERT A. JACKSON, P.A.

ARTICLE II

REGISTERED OFFICE: The location and address of the Corporation's initial registered office in this state is 1800 Second Street, Suite 760, Sarasota, Florida 34236. The initial registered agent of the registered office is Robert A. Jackson, Esq.

ARTICLE III

PURPOSE: The purpose for which this corporation is formed shall be to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary and proper in connection with that practice, including, but not limited to, the following:

a. To purchase, lease or otherwise acquire, to own hold and operate, and to sell, mortgage, pledge, lease, employ or otherwise dispose of, encumber or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

b. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation or other entity, and to perform, carry out, cancel and rescind those contracts.

c. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instrument that may be necessary to evidence that borrowing.

d. To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit and to become a member of any association, nonprofit corporation or other entity.

e. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings, and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

f. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry those restrictions into effect.

g. To do everything necessary, proper, advisable or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all time to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

ARTICLE IV

DURATION: The term of existence of the corporation is perpetual.

ARTICLE V

PROFESSIONAL SERVICES: The professional services of the Corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice law within the state of Florida.

ARTICLE VI

INCORPORATORS: The name and post office address of the incorporator is:

Robert A. Jackson, Esq.

1800 Second Street, Suite 760
Sarasota, Florida 34236

ARTICLE VII

DIRECTORS: The Board of Directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never

be less than one. The name and address of the first Board of Directors is:

Robert A. Jackson, Esq.

1800 Second Street, Suite 760
Sarasota, Florida 34236

ARTICLE VIII

CAPITAL STOCK: The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any one time shall be Five Hundred (500) shares, having One Dollar (\$1.00) par value.

No share of stock of this corporation shall be issued or transferred to any person who is not an attorney duly licensed to practice law in the State of Florida.

Shares issued without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and non-assessable.

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, and however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates of shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the state of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

ARTICLE IX

INITIAL CAPITAL: The amount of capital with which this Corporation shall begin business will not be less than \$500.00.

ARTICLE X

DEATH OF SHAREHOLDER: Upon the death of a shareholder, his stock shall be subject to purchase by the Corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-laws of this Corporation, or by written agreement between the Corporation and its shareholders, or by written agreement among the shareholders, in a manner consistent with law and these Articles.

ARTICLE XI

RESTRICTIONS: In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation;

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the shareholders.

2. The Corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

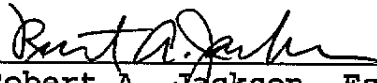
3. No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation, and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a Director of the Corporation is hereby relieved

from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any firm, association or corporation in which he or she may in any way be interested.

ARTICLE XII

AMENDMENT: This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on shareholder herein are granted subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned subscriber, has hereunto set his hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes, subscribes, acknowledges and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all this 12th day of August, 1999.


Robert A. Jackson, Esq.
Subscriber

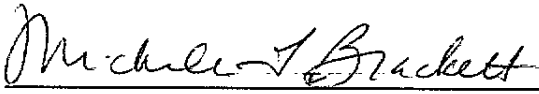
STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county last aforesaid to take acknowledgments, personally appeared **Robert A. Jackson, Esq.**, to me known to be the person described as Subscriber to these Articles of Incorporation and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation for the uses and purposes expressed therein. (Check One): Said persons are personally known to me [] Said persons provided the following type of identification _____

WITNESS my hand and official seal in the County and State named above this 12th day of August, 1999.



Michele T. Brackett
MY COMMISSION # CC753717 EXPIRES
August 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
Michele T. Brackett
Printed Notary Name
My Commission Expires: _____
My Commission Number: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of **ROBERT A. JACKSON, P.A.**, which is contained in the foregoing Articles of Incorporation.

Dated this 12th day of August, 1999.



Robert A. Jackson, Esq.

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TALLAHASSEE, FLORIDA