

P990007H 35

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED

99 SEP -1 PM 2: 13

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Bischoff & Associates, P.A

200002975612--7
-09/01/99--01034--006
*****78.75 *****78.75

RECEIVED

99 SEP -1 AM 9:47

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- Art of Inc. File Cert
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

Signature

Requested by:

CD 9-1-99 11:00
Name Date Time

Walk-In

Will Pick Up

PH 9/1/99

ARTICLES OF INCORPORATION
OF
BISCHOFF & ASSOCIATES, P.A.

FILED
99 SEP -1 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceeds to form a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act does hereby adopt the following Articles of Incorporation.

ARTICLE I
Name and Address of Corporation

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

ARTICLE II
Principal Place of Business and Mailing Address

The address of the principal place of business and mailing address of the corporation shall be:

International Place, Twenty-Eighth Floor,
100 Southeast Second Street, Miami, Florida 33131

ARTICLE III
Capital Stock

- (a) Authorized Capital. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock with a \$1.00 par value per share. Shares of the Corporation's stock shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized to render the same professional services as this Corporation.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE IV
Initial Registered Office and Registered Agent

The name and address of the registered agent and registered office of the Corporation are:

Registered Agent: Richard J. Bischoff
Registered Office: 6500 Riviera Drive
 Coral Gables, Florida 33146

ARTICLE V
Commencement and Length of Corporation

The corporation shall commence its corporate existence at the time of filing of the Articles of Incorporation with the Secretary and shall be perpetual.

ARTICLE VI
Purpose of Corporation

The purpose(s) of the Corporation and the general nature of the business to be transacted, promoted and carried on by the Corporation are as follows:

- (a) To engage in every phase and aspect of the business of rendering professional service to the public including the practice of law, and all its fields of specializations as a professional service corporation, and to provide services attendant thereto, provided such legal services shall be rendered only through officers, employees and agents who are duly licensed, or legally authorized, to engage in the practice of law within the State of Florida.
- (b) To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, deal in and with, real and personal property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law; 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.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise

permitted by law.

ARTICLE VII
BOARD OF DIRECTORS

- (a) **Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.
- (b) **Initial Director.** The name and street address of the initial member of the board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Richard J. Bischoff, Esq.	6500 Riviera Drive Coral Gables, FL 33146

- (c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.
- (d) **Limitation on Persons Eligible to Serve as Directors.** No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law and is in good standing with the appropriate state Bar Association.

ARTICLE VIII
Name and Address of Incorporator

The name and street address of the Incorporator is:

Richard J. Bischoff, Esq.
6500 Riviera Drive
Coral Gables, Florida 33146

ARTICLE IX
Informal Corporate Action

Any action of the Shareholders or Directors may be taken without a meeting if consent in writing setting forth the action so taken is signed by all the Shareholders or Directors entitled to vote upon such action at a meeting and is filed with the Secretary of the Corporation as part of the

corporate records.

ARTICLE X
Restraint on Alienation

No Shareholder may sell or transfer his shares in the corporation except to another individual who is eligible to be a Shareholder of the Corporation under Florida Law.

ARTICLE XI
Disqualification

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public or the Corporation becomes legally disqualified to render such professional service within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then said person shall forthwith sever all employment with and financial interests in the corporation in compliance with the Florida Professional Service Corporation Act, and said person shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services.

ARTICLE XII
Indemnification

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of the Corporation and such breach constitutes:

- (1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (3) recklessness or an act or omission which was committed in bad faith or with malicious

purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

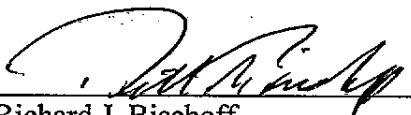
ARTICLE XIII
Bylaws

The bylaws of this corporation shall be adopted by the Board of Directors. The bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Directors.

ARTICLE XIV
Amendment

These Articles of Incorporation may be amended in the manner provided for by law. Further, the power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Stockholders provided that such amendment is in compliance with the laws of the State of Florida governing Professional Service Corporations.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 31st day of August, 1999.



Richard J. Bischoff,
President

The undersigned, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Act.


Richard J. Bischoff, Registered Agent

FILED
SEP - 1 PM 2:10
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

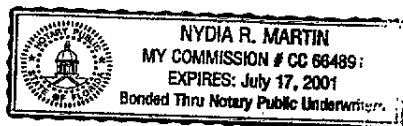
Before me, an officer duly authorized to take acknowledgments in the State and county named above, personally appeared Richard J. Bischoff, to me known to be the person described as incorporator in, and who executed, the foregoing Articles of Incorporation and who acknowledged that he executed the foregoing Articles of Incorporation for the purposes stated therein.

Witness my hand and official seal in the county and state named above this 31st of August, 1999.

Nydia R. Martin

Notary Public
State of Florida at Large
Print Name: Nydia R. Martin

My commission expires:
Commission #:



246299.1