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Florida Department of State

Division of Corporations

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To: Division of Corporations
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STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MARK RUTECKI & ASSOCIATES, P.A.

Certificate of Status	0
Certified Copy	1
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10/27/99

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**ARTICLES OF INCORPORATION OF
MARK RUTECKI & ASSOCIATES, P.A.**

The undersigned incorporator of these Articles of Incorporation, being a natural person competent to contract, and duly licensed to practice law under the laws of the State of Florida, hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

The name of this corporation is: MARK RUTECKI & ASSOCIATES, P.A.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

A. to engage in the practice of law and such other business as permitted under the laws of the State of Florida. All professional services shall be rendered only through those of the officers, employees and agents of the corporation who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida;

B. to invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of the professional services;

C. to transact any lawful business for which corporations may be formed under the Professional Service Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "PSCA"); and

D. provided, nothing contained anywhere in these Articles of Incorporation shall create or authorize any corporate power, the exercise of which would cause the Corporation to fail to qualify as a Professional Corporation under Chapter 621 of the Florida Statutes.

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ARTICLE III

A. This Corporation is to exist perpetually.

B. The corporate existence of this corporation shall commence on the date of filing hereof.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having no par value.

ARTICLE V

The name of the initial registered agent and the street address of the initial registered agent's office are as follows:

<u>Registered Agent</u>	<u>Address of Registered Agent's Office</u>
Mark C. Rutecki, Esq.	472 Water Street Celebration, Florida 34747 (800)993-8308

ARTICLE VI

A. The Corporation shall indemnify, or advance expenses to, the fullest extent authorized or permitted by the PSCA and the Florida Business Corporation Act, and all amendments and supplements thereto or any law enacted to take the place thereof (collectively, the "Acts"), any persons made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person: (i) is or was a director of the corporation; or (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the incorporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust, or other enterprise, provided that such person is or was at the time a director of the corporation.

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B. Except for those persons entitled to indemnification pursuant to subparagraph A of this Article VI, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Acts, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or to advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

C. Except for those persons entitled to indemnification pursuant to subparagraph A of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The Corporation elects to have preemptive rights with respect to all issuances of shares including, but not limited to: (a) shares issued as compensation to directors, officers, agents or employees of the corporation or its subsidiaries or affiliates; (b) shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employee of the corporation or its subsidiaries or affiliates; and (c) shares issued within six months from the effective date of incorporation.

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation shall be:

Name

Mark C Rutecki, Esq.

Address of Incorporator

472 Water Street
Celebration, Florida 34747
(800)993-8308

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ARTICLE IX

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE X

The Corporation shall have one director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three directors. Only individuals who are duly licensed to practice law under the laws of the State of Florida may be officers, directors or stockholders of this corporation.

ARTICLE XI

The names and addresses of the first Directors are:

Name

Address of first Director

Mark C. Rutecki, Esq.

472 Water Street
Celebration, Florida 34747

ARTICLE XII

The initial address of the principle office in this State of Florida and mailing address of the corporation is:

472 Water Street
Celebration, Florida 34747

The Board of Directors may from time to time move this office to any other address in Florida.

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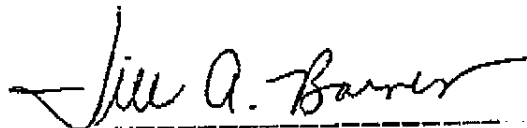
IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on this 26th day of October, 1999.



Mark C. Rutecki, Incorporator

STATE OF FLORIDA
COUNTY OF OSCEOLA:

BEFORE ME, the undersigned authority, personally appeared MARK C. RUTECKI, known to me to be the person of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation on this 26th day of October, 1999.



Jill A. Barnes



Notary Public, State of Florida
My Commission Expires: 2/26/02

Personally Known Δ Produced Identification Δ
Type of Identification Produced: FL DL# R320-543-66-0620

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Mark Rutecki & Associates, P.A. desiring to organize under the laws of the State of Florida, with its corporate mailing address, as indicated in the Articles of Incorporation at City of Celebration, County of Osceola, State of Florida has named as its Registered Agent to accept service of process in the State of Florida:


Mark C. Rutecki, Esq.
472 Water Street
Celebration, Florida
(800)993-8308

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ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.



Mark C. Rutecki, Esq.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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