

P99000094663

**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 OCT 27 AM 11:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Earle & Miller, P. A.

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-10/27/99--01030--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☒ Art of Inc. File
- \_\_\_ 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:

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED  
99 OCT 27 AM 10:26

**ARTICLE OF INCORPORATION**

**OF**

**EARLE & MILLER, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

**ARTICLE I**

**NAME**

The name of this corporation is **EARLE & MILLER, P.A.**, with its principal office at 1901 Ninth Street North (M.L. King Street North), St. Petersburg, Florida 33704.

**ARTICLE II**

**EFFECTIVE DATE OF ARTICLES**

These Articles shall be effective upon filing with the Secretary of State for Florida.

**ARTICLE III**

**NATURE OF PROFESSIONAL BUSINESS**

A. The corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of law.

B. The corporation shall render its professional services only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

**ARTICLE IV**

**CAPITAL STOCK**

A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. Each of the shares, when issued, and outstanding, shall be identical in all respects and have equal rights and privileges.

B. Shares of the corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

## ARTICLE V

### LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

A. If any officer, director, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such persons's office and/or employment with, and/or equity interest in, this corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this corporation may be owned by the person as a shareholder.

B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.

C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the bylaws or shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

D. However, if the then sole shareholder of this corporation becomes disqualified to render professional services for this corporation, the corporation shall cease all professional activity until its shares are transferred to a person duly qualified or until the corporation is liquidated and dissolved, or until it is amended into a regular business corporation under Florida Statutes 607; and for those limited purposes only such person shall have voting rights as to his or her shares.

## ARTICLE VI

### REGISTERED OFFICE AND REGISTERED AGENT

Name: Robert H. Crawford, Esquire  
Address: 5420 Central Avenue  
St. Petersburg, FL 33707

ARTICLE VII

INCORPORATOR

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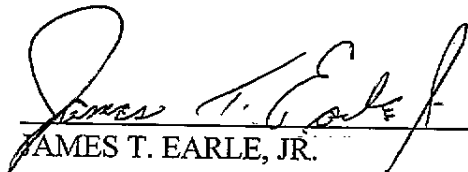
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and address of the incorporator of this corporation is:

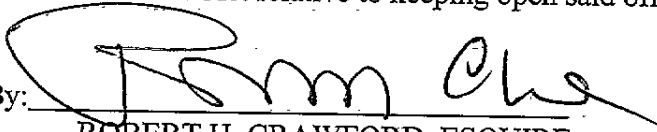
Name: James T. Earle, Jr.  
Address: 2021 Tanglewood Drive NE  
St. Petersburg, FL 33702

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set his hand and seal this 20 day of October, 1999, for the purpose of organizing this corporation under the laws of the State of Florida.

  
JAMES T. EARLE, JR.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
ROBERT H. CRAWFORD, ESQUIRE