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Law Offices
Varner, Stafford & Seaman

A Professional Association

2328 TENTH AVENUE NORTH
SUITE 202

LAKE WORTH, FLORIDA 33461

TELEPHONE (561) 533-7800

FAX (561) 533-0080

ALLEN R. SEAMAN
SHANE L. STAFFORD
DEWEY H. VARNER

PARALEGALS
ISIS SAN MIGUEL
AARON R. COVEN

BELLE GLADE OFFICE:
TELEPHONE (561) 996-1804

December 14, 1999

VIA OVERNIGHT DELIVERY

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32301

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****122.50 *****78.75

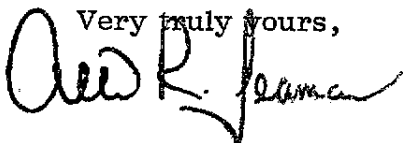
Re: Stafford & Seaman, P.A.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above-named corporation. Please also find enclosed our firm's check in the amount of \$122.50 representing the filing fees in this regard.

Please file the enclosed Articles and return a conformed copy to me in overnight delivery envelope provided.

Very truly yours,



ALLEN R. SEAMAN

ARS/lmk
ENCLOSURE

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99 DEC 15 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe DEC 17 1999

**ARTICLES OF INCORPORATION
OF
STAFFORD & SEAMAN, P.A.**

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a professional corporation under and pursuant to the laws of the State of Florida, F.S. Chapter 621 and Chapter 607, providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

STAFFORD & SEAMAN, P.A.

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TALLAHASSEE, FLORIDA

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States the State of Florida, and the Florida Bar with regard to rendering and providing legal services, and other such activities as are allowed by law.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be Five Hundred Shares (500) at \$1.00 per share par value.

All of said stock shall be payable in cash, property, real or personal, labor

or services in lieu of cash, at a just valuation to be fixed by the stockholders of this corporation.

ARTICLE IV

CAPITAL

The amount of capital with which this corporation shall commence business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 2290 10th Avenue North, Suite 302, Lake Worth, Florida, with the privilege of having branch offices at other places within or without the State of Florida, in conformance with the Rules and Regulations of the Florida Bar.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's registered agent is ALLEN R. SEAMAN, ESQUIRE, 2290 10th Avenue North, Suite 302, Lake Worth, Florida, 33461.

ARTICLE VIII
OFFICERS AND DIRECTORS

The names and addresses of the first directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
SHANE L. STAFFORD	2290 10th Avenue North Suite 302 Lake Worth, Fla. 33461	President
ALLEN R. SEAMAN	2290 10TH Avenue North Suite 302 Lake Worth, Fla. 33461	Secretary/Treasurer

This corporation shall have at least one, but not more than four directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE IX
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
SHANE L. STAFFORD	2290 10th Avenue North Suite 302 Lake Worth, FL 33461	250
ALLEN R. SEAMAN	2290 10th Avenue North Suite 302 Lake Worth, FL 33461	250

ARTICLE X
SHARES OF STOCK

Shares of stock held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. Ownership of shares of stock are limited solely to those who are members of the Florida Bar in good standing.

ARTICLE XI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE XII
POWERS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the fact herein stated are true, this 10th day of December, 1999.

Signed, sealed, and delivered
in the presence of us:

Christina McDonald
WITNESS

Claudine Jellinger
WITNESS

Christina McDonald
WITNESS

Claudine Jellinger
WITNESS

Shane L. Stafford
SHANE L. STAFFORD

Allen R. Seaman
ALLEN R. SEAMAN

STATE OF FLORIDA)

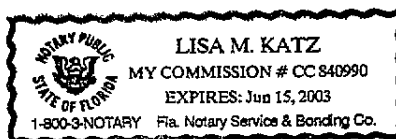
COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgements and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared SHANE L. STAFFORD and ALLEN R. SEAMAN, to me well known to be the individual(s) described herein and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.

Lisa M. Katz
NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE OF REGISTERED AGENT

OF

STAFFORD & SEAMAN, PA

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of §607.0505, Florida Statutes.


ALLEN R. SEAMAN, Registered Agent

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99 DEC 15 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA