

06/17/1998

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JOSEPH T. REMONDINO, JR., D.C.

Secretary of State

Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr., Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9825251
EFFECTIVE DATE: 06/17/1998
COUNTY : GWINNETT
REFERENCE : 0093
PRINT DATE : 07/07/1998
FORM NUMBER : 311

JOSEPH L. RANDAZZO, JR.
ATTORNEY AT LAW
521 SCENIC HIGHWAY
LAWRENCEVILLE GA 30045

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**JOSEPH L. RANDAZZO, JR., P.C.
A PROFESSIONAL CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

**JOSEPH L. RANDAZZO, JR., P.C.
ARTICLES OF INCORPORATION**

Article I.

The name of the Corporation is: **JOSEPH L. RANDAZZO, JR., P.C.** (the "Corporation").

Article II.

The Corporation elects to be a Statutory Close Corporation under Title 9 of the Georgia Business Corporation Code. ~~Until~~ and unless otherwise determined by the shareholders of the Corporation by the adoption or amendment of appropriate bylaws, the Corporation elects to have no directors, as permitted under Official Code of Georgia Annotated Section 14-2-922.

Article III.

The Corporation is formed for the purpose of the practice of the profession of law. The undersigned incorporator, and the sole anticipated shareholder in the Corporation, is an attorney at law, duly licensed to practice law in the State of Georgia, his bar number being 594150. As required by the Official Code of Georgia Annotated Section 14-2-901(b), the Corporation elects to be governed by Chapter 7 of Title 14 of the Official Code of Georgia Annotated, known as the Georgia Professional Corporation Act.

Article IV.

The number of shares the Corporation is authorized to issue is 100.

Article V.

The provisions of the Georgia Business Corporation Act relating to share transfer prohibitions and rights of first refusal in close corporations, Official Code of Georgia Annotated Section 14-2-911 through Section 14-2-913; relating to the compulsory purchase of shares after death of shareholders, Official Code of Georgia Annotated Section 14-2-914 through Section 14-2-917; relating to the dissolution of the Corporation, Official Code of Georgia Annotated Section 14-2-933, relating to restrictions regarding the stock in professional corporations, Official Code of Georgia Annotated Section 14-7-5, shall apply to this Corporation, provided that:

(a) Shares in the Corporation will not be issued at any time or in any manner which will constitute a public offering under the Securities Act of 1933, as amended, or under the Georgia Securities Act of 1973, as amended, or under the securities laws of any other state, or which will require the registration of these securities under any federal or state law.

(b) The Shareholder(s) of the Corporation shall have preemptive rights to acquire additional shares of the Corporation in proportion to the outstanding shares owned respectively by each Shareholder.

Article VI.

The Shareholder(s) is (are) authorized to take all necessary steps after the Corporation begins to exist, if such is determined to be in the best interest of the Corporation, to make elections: (1) to be tax business corporation under Subchapter S of the Internal Revenue Code of 1986, and the corresponding Georgia statute, (2) to qualify for any other favorable treatment under the Internal Revenue Code of 1986, and the corresponding Georgia statute.



Lewis A. Massey
Secretary of State

2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530

DEFICIENT-DOCUMENT FILING NOTICE

JOSEPH L. RANDAZZO, JR.
ATTORNEY AT LAW
521 SCENIC HIGHWAY
LAWRENCEVILLE GA 30045

DOCKET NUMBER : 981700049
CONTROL NUMBER : P233810
FILING DATE : 06/17/1998
EXAMINER : M IVES
TELEPHONE NUMBER: 404-656-6479
FEE RECEIVED : \$60.00
PRINT DATE : 06/19/1998
FORM NUMBER : 702

ATTENTION: CORRECTIONS ARE TO BE MADE BY APPLICANT. RETURN THIS FORM WITH CORRECTED DOCUMENTS.

**RE: JOSEPH L. RANDAZZO, JR., P.C.
ARTICLES OF INCORPORATION**

Articles of incorporation transmittal information form must include applicant/attorney name and address.

Articles of incorporation transmittal information form must be signed by the applicant or filing attorney.

IF DOCUMENTS ARE CORRECTED AND RETURNED WITHIN THIRTY (30) DAYS OF THE DATE OF THIS NOTICE, THEY WILL BE DEEMED FILED AS OF THE DATE RECEIVED. DEFICIENT FILINGS ARE DEEMED ABANDONED IF STILL PENDING AFTER SIXTY (60) DAYS FROM INITIAL RECEIPT. A NEW FILING (INCLUDING NEW FILING FEES) WILL BE REQUIRED. ALL FEES ARE NON-REFUNDABLE.

JOSEPH L. RANDAZZO, JR.
ATTORNEY AT LAW
521 Scenic Highway
LAWRENCEVILLE, GEORGIA 30045

TELEPHONE
(678) 442-9998

June 26, 1998

Secretary of State, State of Georgia
Corporations Division
#2 Martin Luther King, Jr. Drive
Suite 315, West Tower
Atlanta, Georgia 30334

VIA FIRST CLASS MAIL

Re: Transmittal Information / New Georgia Profit or
Nonprofit Corporations for Joseph L. Randazzo, Jr., P.C.

Dear Sir or Madam:

Pursuant to your Deficient Document Filing Notice, showing a filing date of June 17, 1998, a copy of which is enclosed for your reference, enclosed please find an original and one copy of the requested Transmittal Information / New Georgia Profit or Nonprofit Corporations. Also enclosed please find the original Articles of Incorporation for Joseph L. Randazzo, Jr. P.C., as well as two (2) exact copies of said Articles.

Once the Articles are properly filed, I would appreciate your forwarding a file-stamped copy of the Articles to me. I have enclosed a postage-paid, self-addressed envelope for your convenience. I greatly appreciate your kind consideration and assistance regarding this matter. Thank you.

Very Truly Yours,


Joseph L. Randazzo, Jr.

Enclosures



LEWIS A. MASSEY
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
Suite 315, West Tower, 2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information on the Internet
<http://www.sos.state.ga.us>

CATHY COX
Assistant Secretary of State -
Operations

WARREN H. RARY
Director

TRANSMITTAL INFORMATION
NEW GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - FOR USE ONLY

RESERVATION NUMBER	981700049	RESERVATION NUMBER	P333010	RESERVATION NUMBER	9806001
TYPE	311	TYPE	617000	TYPE	102
TYPE CODE	PC	TYPE CODE	98	TYPE CODE	4202

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.

1. 981610544
Corporate Name Reservation Number

JOSEPH L. RANDAZZO, JR., P.C.
Corporate Name

2. JOSEPH L. RANDAZZO, JR.
Applicant/Attorney

521 Scenic Highway
Address

LAWRENCEVILLE GEORGIA 30045
City State Zip Code

3. I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law. Mail or deliver to the Secretary of State, at the above address, the following:

- 1) This transmittal form
- 2) The original and one copy of the Articles of Incorporation
- 3) A filing fee of \$60.00 payable to Secretary of State. Filing fees are NON-refundable.

NOTE: DO NOT submit this form if you are changing the name of an existing corporation.

Joseph L. Randazzo, Jr.
Authorized Signature

6/25/98
Date

Registered agent, officer, entity status information on the Internet: <http://www.sos.state.ga.us>

FORM 827