

9100420 SCOTT FITZ RANDOLPH, P.C. 12/17/90

0000 057 0000 91 002

SECURITIES 656-2894 CEMETERIES 656-3079 CORPORATIONS 656-2817 CORPORATIONS HOT-LINE 404-656-2222 Outside Metro-Atlanta

MAX CLELAND
SECRETARY OF STATE

Max Cleland



DATE: JANUARY 15, 1991

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.
THAT I HAVE DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA ON THE DATE SET FORTH ABOVE, AT THE FILING OF ARTICLES OF INCORPORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES THEREON PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A TRUE COPY OF SAID ARTICLES OF INCORPORATION.

SCOTT FITZ RANDOLPH, P.C.

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE SEAL OF MY OFFICE, THAT

CERTIFICATE OF INCORPORATION

MICHAEL G. LAMBRUS
SIE 202, 142 MITCHELL ST.
ATLANTA, GA 30303

MAILED 10:

CRAMER NUMBER : 9100620 PC
DATE INCORPORATED: DECEMBER 17, 1990
COUNTY : FULTON
EXAMINER : VANESSA P ROBBINS
TELEPHONE : 404-656-2811

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1538

8

25% COTTON FIBER

**ARTICLES OF INCORPORATION
OF
SCOTT FITZ RANDOLPH, P.C.**

1. NAME OF CORPORATION

The name of the corporation shall be: SCOTT FITZ RANDOLPH, P.C.
("Professional Corporation").

2. DURATION

The corporation shall have perpetual duration.

3. ELECTION

The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code and the corporation elects to be governed by the provisions of the Georgia professional Corporation Act.

4. PURPOSE

The corporation is a corporation for profit and is organized for the purpose of practicing the profession of law only through its officers, employees and agents who are duly licensed or otherwise legally authorized to practice the profession of law in the State of Georgia, but the corporation may employ unlicensed persons in capacities in which they are not rendering professional services to the public in the course of their employment.

STAR BRAND
SOUTHWORTH CO. U.S.A.

JUL 16 1991

91 002 057 0001

5. AUTHORIZED SHARES

The corporation shall have authority to issue not more than 50,000 shares of common stock. The common stock shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

6. ISSUANCE OF SHARES

The shares of the corporation shall only be issued to, held by, or transferred to a person who is licensed in Georgia to practice the profession of law, and who, unless disabled, is actively engaged in such practice, except as otherwise permitted under the provisions of Section 5 of the Georgia Professional Corporation Act, and each share certificate of the corporation shall be appropriately endorsed disclosing their restriction and stating that shares standing in the name of a retired person or of a person disqualified to practice the profession of law, or in the name of the personal representative of a deceased person, except during the holding period provided by the provision of Section 5 of the Georgia Professional Corporation Act, are void.

7. COMMENCEMENT OF BUSINESS

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of stock.

8. INITIAL REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation is 142 Mitchell Street, Suite 237, Atlanta, Georgia 30303, and the initial registered agent of the corporation shall be Scott Fitz Randolph, 142 Mitchell Street, Suite 237, Atlanta, Georgia 30303.

9. INITIAL BOARD OF DIRECTORS

The initial board of director shall consist of the following:

Scott Fitz Randolph
142 Mitchell Street
Suite 237
Atlanta, Georgia 30303

The member of the initial board of director is licensed in the state of Georgia to practice the profession of law.

10. DECISION TO BE MADE BY THE BOARD OF DIRECTORS

All decisions made by the initial board of director or by any subsequent board of director relating wholly to professional considerations concerning the practice of law shall be made only by those members of the board of directors who are licensed to practice the profession of law in Georgia, and such decision by the members of the board of directors so licensed shall be the act of the board of director.

11. LICENSED MEMBER

At least one member of the board of directors and the President of the corporation shall be licensed in Georgia to practice the profession of law.

12. PRACTICE

The corporation will practice the profession of law only through its officers, employees and agents who are duly licensed or otherwise legally authorized to practice the profession of law in the State of Georgia, but the corporation may employ unlicensed persons in capacities in which they are not rendering professional services to the public in the course of their employment.

13. NAME AND ADDRESS OF INCORPORATOR

The name of the incorporator is Scott Fitz Rendolph, 142 Mitchell Street, Suite 237, Atlanta, Georgia 30303.

14. CERTIFICATION OF PUBLICATION

The incorporator hereby certifies that a request for publication and a \$40.00 publication fee has been forwarded to the Fulton Daily Report pursuant to O.C.G.A §14-2-201.1

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

Respectfully submitted,



MICHAEL G. LAMBROS

Attorney for Scott Fitz Rendolph,

INCORPORATOR.

142 Mitchell Street
Suite 232
Atlanta, Georgia 30303
(404)577-8851

Dec 17 10 21 AM '90

SECRETARY OF STATE

Jan 4 9 29 AM '91

SECRETARY OF STATE

Secretary of State
Business Services and Regulation

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

DATE : 12/21/90
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-3173

REQUESTED BY

MICHAEL G. LAMBROS
142 MITCHELL ST, STE 232
ATLANTA GA 30303

NAME RESERVATION REQUEST

"SCOTT FITZ RANDOLPH, P.C."

This will acknowledge receipt of your recent inquiry concerning availability of the above corporate/limited partnership name for use in the state of Georgia. The records of this office indicate that such name:

- Is available for use in the state of Georgia.
- Is not available for use in the state of Georgia because it is identical to another corporation/limited partnership of record.
- Effective 7-1-89, name reservations are NON-RENEWABLE.
- Is available, but cannot be issued without a professional license number.
- Our records indicate that the above name was reserved for your office on . (Name reservations are valid for 90 days from the date of reservation.)
- Is available ONLY with written consent of the corporation/limited partnership listed on the ATTACHED printout.
- Corporate/limited partnership name must not exceed 80 characters including punctuation and spaces.

FORM NRR(JULY 1989)



Max Cleland

MAX CLELAND
SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

91 002

057 0005



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334

J. F. GULLION
Director

Corrected

Form A102 | DEFICIENT CORPORATE FILING NOTICE | CH-7/89

Michael G. Lambros
142 Mitchell St. Ste. 232
Atlanta, Ga. 30303

Date: 12-17-90
Examiner: Pam Neal
Telephone: 656-2812
Charter #:

**CORRECTIONS TO BE MADE BY APPLICANT.
IMPORTANT: RETURN THIS FORM WITH THE REQUESTED CORRECTIONS.**

Amount Paid: \$ 60.00 Docket Number: 90352233

RE: Scott Fitz Randolph, P.C.

- Incorrect fee. Secretary of State \$ _____
- Failure to sign _____
- Failure to include _____
- Corporate name does not satisfy requirements of Code Section 14-2-401.
- Failure to include mailing address of the principal office. (This is required by O.C.G.A. §14-2-202)
- Failure to attach Form A100, as revised July 1, 1989. (This form includes the certification of request for publication required by O.C.G.A. §14-2-201.1)
- Failure to submit articles of incorporation with Form A100.
- Failure to include number of shares corporation is authorized to issue.
- Failure to include street address and county of corporation's initial registered office/the name of the initial registered agent at that office.
- Failure to include name and address of each incorporator.
- Failure to file certificate of existence from home state. This document must be certified by the home state within 90 days of filing in Georgia.
- Corporation has not filed its annual registration for the years _____. Complete the enclosed annual registration form and return with a check for \$ _____ for accumulated fees.

OTHER: See attached name reservation request, 594350

SECRETARY OF STATE
JAN 4 10 58 AM '91

If the Articles of Incorporation are refiled within thirty days with the above noted deficiencies corrected, they will be filed as of the original date received. Filings are deemed abandoned after sixty days. Fees are non refundable.



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

12-21-90
PN

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I. Filing Date: 12-17-90 Code: PC Docket Number: 90352233
Assigned Exam: _____ Amount: \$ _____ By: _____
Charter Number: 9100420 Completed: _____

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

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

II. Corporate Name: Scott Fitz Randolph, P.C.
Mailing Address: 142 Mitchell Street, Suite 237
City: Atlanta County: Fulton State: Georgia Zip Code: 30303

III. Fees Submitted By: Michael G. Lambros
Amount Enclosed: \$ 60.00 Check Number: _____

IV. Incorporator: Scott Fitz Randolph
Address: 142 Mitchell Street, Suite 237
City: Atlanta State: Georgia Zip Code: 30303
Incorporator: _____
Address: _____
City: _____ State: _____ Zip Code: _____

V. Registered Agent/Office: Scott Fitz Randolph
Address: 142 Mitchell Street, Suite 237
City: Atlanta County: Fulton State: Georgia Zip Code: 30303

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		Applicant	Examiner
1. Original and one conformed copy of Articles of Incorporation		X	
2. Corporate name verification number			
3. Authorized shares stated		X	
4. Incorporator's signature		X	
5. Post effective date, if applicable			
6. Number of pages attached:		X	

VII. Applicant/Attorney: Michael G. Lambros Telephone: 577-8851
Address: 142 Mitchell Street, Suite 232
City: Atlanta State: Georgia Zip Code: 30303

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: Michael G. Lambros Date: 12/17/90