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January 20, 1996

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*****78.75 *****78.75

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

96 JAN 22 11 3 23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **GOODLETTE, COLEMAN & JOHNSON, P.A.**

Dear Sir or Madam:

In connection with the above referenced client, enclosed are two (2) duplicate originals of the Articles Of Incorporation for GOODLETTE, COLEMAN & JOHNSON, P.A., and the registered office/agent certificate. Please file one (1) original and use the other to provide the undersigned with a date-stamped copy. Also enclosed is my check in the amount of \$78.75 in payment of the applicable filing fees and Certificate. Please return the date-stamped copy and Certificate to:

Kenneth R. Johnson
2365 Mayfield Court
Naples, FL 33942

Thank you for your assistance.

Very truly yours,

Kenneth R. Johnson

Enclosures as stated

Handwritten signature and date:
1-20-96

ARTICLES OF INCORPORATION
OF
GOODLETTE, COLEMAN & JOHNSON, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the incorporators of a professional service corporation to be formed under the provisions of Chapter 607, The Florida Business Corporation Act, and Chapter 621, the Florida Professional Service Corporation Act, of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of this Corporation is: GOODLETTE, COLEMAN & JOHNSON, P.A.

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 4001 Tamiami Trail North, Suite 300, Naples, FL 33940.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in the practice of law and to do such other acts as may be permitted by law for a professional service corporation engaged in such a practice.

ARTICLE IV
SHARES

The aggregate number of shares which this Corporation shall have authority to issue is ONE THOUSAND (1,000) common shares, par value ONE CENT (\$.01) per share. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE V
INCORPORATORS**

The names and addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
J. Dudley Goodlette	4751 Gulf Shore Blvd., N. PH#5 Naples, FL 33940
Kevin G. Coleman	2009 Timberline Drive Naples, FL 33942
Kenneth R. Johnson	2365 Mayfield Court Naples, FL 33942

**ARTICLE VI
DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the respective name and address of the persons who are to serve as Directors until the first meeting of the shareholders and until their respective successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
J. Dudley Goodlette	4751 Gulf Shore Blvd., N. PH#5 Naples, FL 33940
Kevin G. Coleman	2009 Timberline Drive Naples, FL 33942
Kenneth R. Johnson	2365 Mayfield Court Naples, FL 33942

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, FL 33940, and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman.

**ARTICLE VIII
BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in the Board of Directors and shareholders provided that such amendment shall be in compliance with the laws of Florida governing a professional service corporation.


IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 3rd day of January, 1996.



J. Dudley Goodlette,
Incorporator



Kevin G. Coleman,
Incorporator



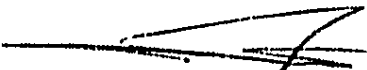
Kenneth R. Johnson,
Incorporator

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


**IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:**

**THAT GOODLETTE, COLEMAN & JOHNSON, P.A., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business located at 4001
Tamiami Trail North, Suite 300, Naples, FL 33940, has named KEVIN G. COLEMAN,
located at 4001 Tamiami Trail North, Suite 300, Naples, FL 33940, as its agent to accept
service of process within Florida.**


Dated: January 3, 1996



J. Dudley Goodlette,
Incorporator



Kevin G. Coleman,
Incorporator

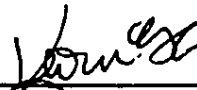


Kenneth R. Johnson,
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, I hereby agree to comply with the provisions of all statutes
relative to the proper and complete performance of its duties.

Dated: January 3, 1996



Kevin G. Coleman,
Registered Agent