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96 DEC -5 AM 10:22

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TALLAHASSEE, FLORIDA

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December 3, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-12/05/96--01065--001  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Incorporation  
TOTTLE & DAVIDSON, P.A.

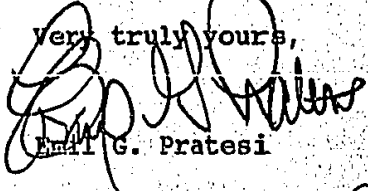
Gentlemen:

We enclose herewith for filing in your office the original Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We also enclose herewith a check, payable to your order, in the amount of \$122.50 to cover the following:

File Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy of Articles	<u>52.50</u>
	\$122.50

We shall appreciate your forwarding the certified copy of the Articles to the undersigned at the firm and address shown above.

Very truly yours,  
  
Emil G. Pratesi

EGP/pmy  
Enclosures

*PK*  
*12/9/96*

Articles of Incorporation  
of  
Tottle & Davidson, P. A.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a certified public accountant duly licensed to render services as such under the laws of the State of Florida, hereby present these Articles for the formation of a corporation under The Professional Service Corporation Act, and other laws of the State of Florida.

1. *Name.* The name of the Corporation is Tottle & Davidson, P.A.
  2. *Nature of business.* The general nature of the business to be transacted by the Corporation is:
    - (a.) To engage as a professional service corporation in the practice of the profession of public accounting as authorized by The Professional Service Corporation Act.
    - (b.) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional public accounting services.
    - (c.) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.
- The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.
3. *Capital stock.* The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice public accountancy in the State of Florida.
  4. *Term of existence.* The Corporation is to exist perpetually.
  5. *Address.* The initial post office address of the principal office of the Corporation in the State of Florida is 2032 Bayshore Blvd., Dunedin, Florida, 34698. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

6. *Directors.* The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number shall be one.

7. *Initial directors.* The names and streets addresses of the members of the first Board of Directors are:

Name	Address
John N. Davidson	2032 Bayshore Blvd. Dunedin, Florida 34698

8. *Subscribers.* The names and street addresses of each person signing the Articles of Incorporation as a subscriber, each of whom is a certified public accountant, duly licensed under the laws of the State of Florida to render services as such:

Name	Address
John N. Davidson	2032 Bayshore Blvd. Dunedin, Florida 34698

9. *Voting trusts.* No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

10. *Restraint on alienation of shares.* The shareholders of the Corporation shall have the power to include in the Bylaws or in a separate shareholders agreement, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice public accountancy in the State of Florida, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders or in a separate shareholders agreement.

11. *Indemnification.* The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter

permitted by law.

12. *Initial registered office and agent.* The street address of the initial registered office of the corporation is 2032 Bayshore Blvd., Dunedin, Florida, 34698 and the name of the initial registered agent of the corporation at that address is John N. Davidson.

13. *Amendment.* These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

3rd In witness whereof we the subscribers have executed these Articles of Incorporation this day of December, 1996.

  
\_\_\_\_\_  
John N. Davidson

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Tottle & Davidson, P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Dunedin, County of Pinellas, State of Florida, has named John N. Davidson, located at 2032 Bayshore Blvd., City of Dunedin, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at 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:   
John N. Davidson

**(REGISTERED AGENT)**

**FILED**  
96 DEC -5 AM 10: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EGP/dw