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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 227-7880

December 19, 1996

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

BY HAND DELIVERY

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-12/23/96--01009--000
***122.50 ***78.00
122.50

Re: ANDERSON & CULLITON, INC.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Resident Agent Designation for the referenced Corporation. Also enclosed is a check in the amount of \$122.50 for the following:

- | | | |
|----|------------------------------|----------|
| 1. | Filing fees | \$ 35.00 |
| 2. | Certified copy of Articles | \$ 52.50 |
| 3. | Registered Agent Designation | \$ 35.00 |

Total \$122.50

We will send our Messenger to pick up the certified copy on your next business day.

If you have any questions, please do not hesitate to call.

Sincerely,

Van P. Geeker

Van P. Geeker
For the Firm

VPg:ldv

Enclosures

vpg:ldv@anderson.com
015003.61444

RECEIVED
96 DEC 20 PM 4:15
DIVISION OF CORPORATION
FILED
96 DEC 20 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER DEC 23 1996

**ARTICLES OF INCORPORATION
OF
ANDERSON & CULLITON, P.A.**

FILED
96 DEC 20 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **ANDERSON & CULLITON, P.A.** The principal place of business and mailing address of this Corporation is 1584-B Metropolitan Boulevard, Tallahassee, Florida 32308.

**ARTICLE II.
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Professional Services Corporation Act for the rendering of professional legal services and related activities. For operating as a law firm.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 10,000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the

transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

Paul M. Anderson	1584-B Metropolitan Boulevard Tallahassee, FL 32308
Sean P. Culliton	1584-B Metropolitan Boulevard Tallahassee, FL 32308

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1584-B Metropolitan Boulevard, Tallahassee, Florida 32308. The name of the initial Registered Agent of the Corporation at the above address shall be

Paul M. Anderson. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have no less than two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Paul M. Anderson	1584-B Metropolitan Boulevard Tallahassee, FL 32308
Sean P. Culliton	1584-B Metropolitan Boulevard Tallahassee, FL 32308

**ARTICLE X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than

one office. The names and addresses of the initial officers are as follows:

President

Paul M. Anderson
1584-B Metropolitan Boulevard
Tallahassee, FL 32308

Secretary & Treasurer

Sean P. Culliton
1584-B Metropolitan Boulevard
Tallahassee, FL 32308

ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

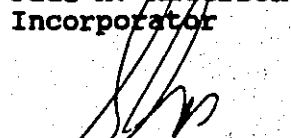
**ARTICLE XIII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation this 19th day of December, 1996.



Paul M. Anderson
Incorporator



Sean P. Culliton
Incorporator

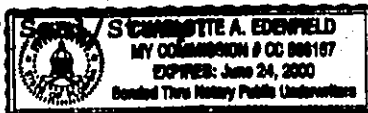
STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 19th
day of December, 1996, by Paul M. Anderson who is
personally known to me.

Charlotte A. Edenfield
Signature of Notary Public

Notary



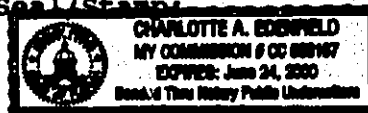
STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 19th
day of December, 1996, by Sean P. Culliton, who is
personally known to me.

Charlotte A. Edenfield
Signature of Notary Public

Notary Seal/Stamp



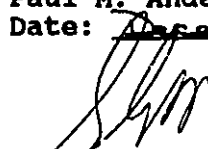
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED
96 DEC 20 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

ANDERSON & CULLITON, P.A. desiring to organize as a corporation under the laws of the state of Florida, has designated 1584-B Metropolitan Boulevard, Tallahassee, Florida 32308, as its initial registered office and has named **PAUL M. ANDERSON**, located at said address, as its initial Registered Agent.


Paul M. Anderson, Incorporator
Date: December 19, 1996


Sean P. Culliton, Incorporator
Date: 12-19, 1996

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.


PAUL M. ANDERSON, Registered Agent
Date: December 19, 1996

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ANDERSON & CULLITON, P.A.
Certificate Designating Registered Agent
and Registered Office