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LA OFFICE
RICHARD R. THAMES

PROFESSIONAL ASSOCIATION
121 WEST FORSYTH STREET, SUITE 600
JACKSONVILLE, FLORIDA 32202

RICHARD R. THAMES
MARGARET M. BURNETT

TELEPHONE
904-358-4000
FACSIMILE
904-358-4001

March 27, 1997

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

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-03/28/97--01079--002
*****78.75 *****78.75

Re: Incorporation of Stutsman & Thames, P.A.

Dear Sir/Madam:

Enclosed are the following documents:

1. An original and one copy of the Articles of Incorporation; and
2. An original and one copy of a Certificate Designating Registered Agent and Registered Office.

We would appreciate your filing the originals of these documents and returning date stamped copies to us in the enclosed envelope. We have enclosed a check for \$78.75 to cover the filing fees and the costs of obtaining a certificate of status for the corporation.

Very truly yours,

Richard R. Thames/nml
Richard R. Thames

RRT/nml
Enclosures
13179

FILED
97 MAR 28 PM 3:12
TALLAHASSEE, FLORIDA

mc 3/31/97

ARTICLES OF INCORPORATION
OF
STUTSMAN & THAMES, P.A.

ARTICLE I-NAME

The name of this Corporation is Stutsman & Thames, P.A.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32202.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

The general purpose of this Corporation is to engage in every aspect of the practice of law. The professional services involved in the Corporation's practice of law may be rendered only through officer's, employees or agents who are active members of the Florida Bar in good standing.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares, all of which shall be of the par value of One Cent (\$.01) per share.

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TALLAHASSEE, FLORIDA

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Richard R. Thames.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2), and the name and address of the persons who are to serve as the initial directors are Bruce E. Stutsman, 1301 Hammond Boulevard, Jacksonville, Florida 32221 and Richard R. Thames, 7897 Little Fox Lane, Jacksonville, Florida 32256.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Richard R. Thames, 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

ARTICLE IX-INDEMNIFICATION

Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE X-MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are

made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

ARTICLE XI-AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of March, 1997.


Richard R. Thames, Incorporator

Acknowledgement

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 27 day of March, 1997, by Richard R. Thames. He is personally known to me and did not take an oath.


Notary Public for the State of
Florida at Large

My Commission Expires:

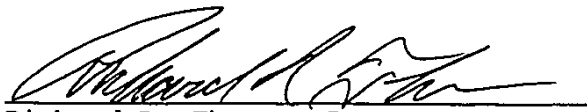
Commission Number:



**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

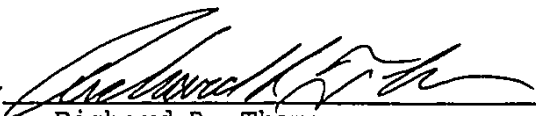
First, that Stutsman & Thames, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Richard R. Thames, 121 W. Forsyth Street, Suite 600, City of Jacksonville, State of Florida 32202, as its agent to accept service of process within Florida.


Richard R. Thames, Incorporator

3/27/97
Date

ACCEPTANCE BY REGISTERED AGENT

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

By 
Richard R. Thames

3/27/97
Date