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SECRETARY OF CORPORATIONS
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ALBERT J. STOPKA, III
ATTORNEY AT LAW
108 MOSLEY DRIVE
LYNN HAVEN, FLORIDA 32444

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April 16, 1998

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

VIA FEDERAL EXPRESS DELIVERY

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RE: Albert J. Stopka, III, P.A.

To Whom It May Concern:

Enclosed please find the following in connection with the above-referenced:

1. Original and one copy of the Articles of Incorporation and Acceptance of Registered Agent; and
2. Check in the amount of \$122.50 to cover the cost of filing.

Please file the enclosed Articles upon receipt and return a certified copy to me at the above address.

Thank you very much for your assistance with this matter and should you have any questions, please do not hesitate to give me a call collect.

Sincerely,



Shannon L. Stopka
Paralegal to Albert J. Stopka, III

/sls
Enclosure(s)

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ARTICLES OF INCORPORATION
OF
ALBERT J. STOPKA, III, P.A.

The undersigned incorporator, whom is licensed or otherwise legally authorized to practice law in the State of Florida, associates himself with the intention of forming a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Albert J. Stopka, III, P.A.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by the corporation.

b. To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the Bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 108 Mosley Drive, Lynn Haven, FL 32444, and the name of the initial registered agent is Albert J. Stopka, III, whose address is 108 Mosley Drive, Lynn Haven, FL 32444.

ARTICLE V - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VI - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any shareholders' agreement entered into. Each shareholder shall be entitled to one vote for each share of voting stock held by such shareholder. A majority of the outstanding shares of the corporation entitled to vote shall constitute a quorum at any

meeting of the shareholders for the management of the business of the corporation.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE X - INCORPORATOR

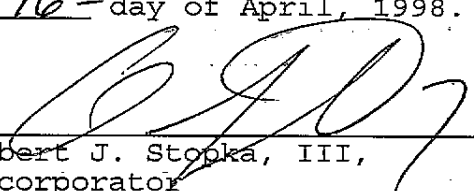
The name of the person signing these articles is Albert J. Stopka, III, whose address is 108 Mosley Drive, Lynn Haven, FL 32444.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each

shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of April, 1998.

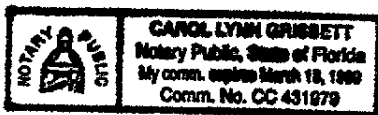

Albert J. Stopka, III,
Incorporator

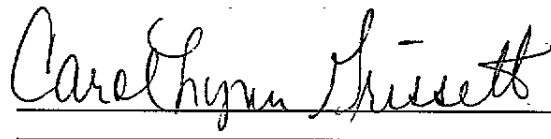
STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 16th day of April, 1998, by Albert J. Stopka, III, who: (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(SEAL)





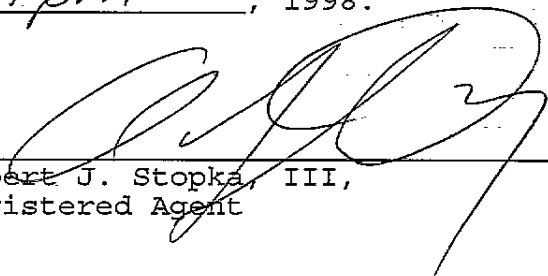
(Print Name)
Notary Public
Serial # CC431979
My Commission Expires: 3/18/99

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
ALBERT J. STOPKA, III, P.A.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 16th day of April, 1998.



Albert J. Stopka, III,
Registered Agent