

P98000057708

LAW OFFICES OF
JOHN J. CHAMBLEE, JR.

JOHN J. CHAMBLEE, JR.
THOMAS L. JOHNSON
BEVERLY J. NESS
JUAN A. PYFROM

202 WEST CARDY STREET
TAMPA, FLORIDA 33606

(813) 251-4542
FAX (813) 254-6454

June 24, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/25/98--01081--013
****122.50 ****122.50

Sir:

Re: Chamblee & Johnson, P.A.

We are enclosing an original and one conformed copy of the Articles of Incorporation of Chamblee & Johnson, P.A. Please record the original of the articles in your office and certify and return to us the conformed copy.

We are also enclosing a check for \$122.50 covering (1) Filing Fees, \$35.00; (2) Registered Agent Designation, \$35.00; and (3) Certified Copy.

Thank you.

Sincerely,

Mary Beth Keckler

Mary Beth Keckler
Legal Assistant

Enclosures

EFFECTIVE DATE

7-1-98

FILED
98 JUN 26 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN 6-29-98

EFFECTIVE DATE

7-1-98

FILED
98 JUN 26 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHAMBLEE & JOHNSON, P.A.

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida General Corporation Act and Chapter 621 of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I. - NAME

The name of this corporation is CHAMBLEE & JOHNSON, P.A.

ARTICLE II. PURPOSE

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of law, including, but not limited to, the following field of specialization: Labor and Employment Law.
- b. To engage and render the professional services involved only through its officers, agents, and employees who shall be attorneys at law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK AUTHORIZED

- a. The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

c. Shares of the corporation's stock and certificates shall be issued only to practitioners of law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV. DURATION

The corporation shall have perpetual existence and shall begin on July 1, 1998.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 202 Cardy Street, Tampa, Florida, 33606, and John J. Chamblee, Jr. is the name of the initial registered agent of this corporation at this address.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of members of the initial board of directors shall be two. The number of directors may be increased or decreased from time to time by resolution of the majority of the members but shall never be less than one. The name of each initial director of this corporation is:

JOHN J. CHAMBLEE, JR., ESQ.
421 ERIE AVE.
TAMPA, FLORIDA 33606

THOMAS L. JOHNSON, ESQ.
3723 SOUTHVIEW
BRANDON, FLORIDA

ARTICLE VII. INCORPORATORS

The name and address of the person signing these articles are:

JOHN J. CHAMBLEE, JR., ESQ.
421 ERIE AVE.
TAMPA, FLORIDA 33606

ARTICLE VIII. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX. PROFESSIONAL SERVICE CORPORATION

Section 1. Registered Shareholders.

John J. Chamblee, Jr., Esq. shall cause to be issued certificates of shares only to practitioners of law in good standing, duly licensed or otherwise legally authorized in the State of Florida to render the same professional service. The holders of record of stock in Chamblee & Johnson, P.A. shall be treated as the holders in fact, and the corporation shall not be bound to recognize any equitable or other claim to or interest in the shares.

Section 2. Qualifications of Shareholders.

The corporation may not issue, nor may any shareholder transfer any shares to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional service as those for which the incorporation was organized.

Section 3. Proxies.

No shareholder may enter into a proxy, voting trust agreement, or any other type of agreement vesting another person with the authority to exercise the voting power of any of his or her stock in the corporation.

Section 4. Disqualification of Officer, Shareholder, Director.

If any employee, officer, director, or shareholder of the corporation becomes legally disqualified to render the professional services for which this corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of such professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares at the book/fair market value thereof, and pay him any other

amounts owing and lawfully due to him by the corporation and such shares shall not be entitled to dividends or stock rights of any kind whatsoever.

Section 5. Stock Endorsement.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

Transfer, pledge, hypothecation, sale, assignment, gift, or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the offices of the corporation.

Section 6. Amendment of Articles of Incorporation.

In the event that the ownership of shares of Chamblee & Johnson, P.A. shall be in the name of any person, trust, corporation, estate, or partnership who is not qualified to own such shares under the provisions of Chapter 621 of the Florida Statutes, and there has been no voluntary transfer of stock contrary to law and the provisions of the bylaws of this corporation herein, the board of directors and stockholders shall have the power to amend the Articles of Incorporation in order to effect a change in the nature and purpose of the business authorized, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes. If there is a vacancy on the board of directors at or after the occurrence of the event referred to in this paragraph, that vacancy shall be filled by the remaining board of directors until this amendment is complete and effective or until such ownership of shares no longer exists.

ARTICLE X. INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XI. INDEMNIFICATION

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

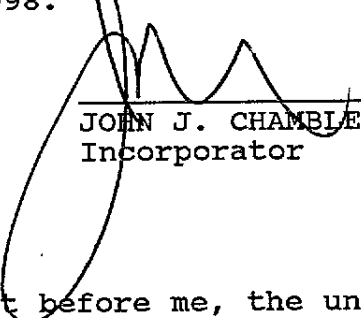
EFFECTIVE DATE

7-1-98

ARTICLE XII. BYLAW AMENDMENT

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and stockholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation in the State of Florida, this 24th day of June, 1998.

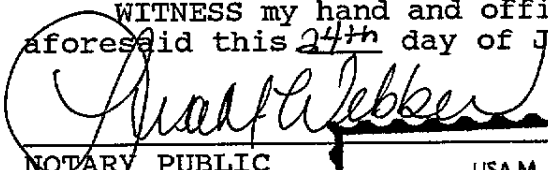


JOHN J. CHAMBLEE, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared JOHN J. CHAMBLEE, JR. to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said persons subscribed to those Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 24th day of June, 1998.



NOTARY PUBLIC

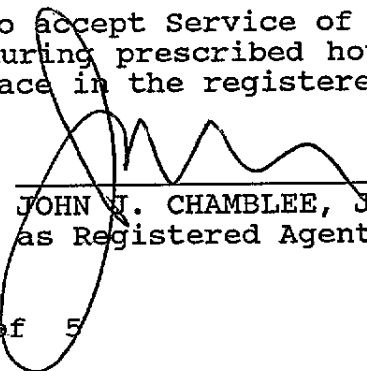
My Commission expires

LISA M. WEBBER
Notary Public - State of Florida
My Commission Expires Nov 16, 2001
Commission # CC696325

ACCEPTANCE

FILED
98 JUN 26 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree as Registered Agent to accept Service of Process; to keep the registered office open during prescribed hours; and to post my name in some conspicuous place in the registered office as required by law.



JOHN J. CHAMBLEE, JR.,
as Registered Agent