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EDGAR W. SMITH II, P.A.  
Attorney at Law

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Telephone: (407) 740-6061  
Facsimile: (407) 647-1844

5405 Diplomat Circle  
Suite 223  
Orlando, FL 32810

September 4, 1996

Secretary of State  
State of Florida  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/10/96--01105--004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Incorporation of Edgar W. Smith II, P.A.

Dear Sir/Madam:

Enclosed herein is the original and one copy of the articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 representing the following:

1.	Filing fee	\$ 35.00
2.	Designation of Registered Agent	\$ 35.00
3.	Certified Copy of Articles	\$ <u>52.50</u>

Total: \$122.50

Please return the certified copy to my attention.

Sincerely,



EDGAR W. SMITH II

EWS/zs

Enclosures (as stated)

9-11-96

ARTICLES OF INCORPORATION  
OF  
EDGAR W. SMITH II, P.A.

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SECRET  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is EDGAR W. SMITH II, P.A.

The nature of business of the professional association shall be the practice of law.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 621, Florida Statute. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 621, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 5405 Diplomat Circle, Suite 223, Orlando, Florida 32810. The address of the initial registered office maintained pursuant to Section 607.0501 Florida Statute is 5405 Diplomat Circle, Suite 223, Orlando, Florida 32810, and the name of the Corporation's initial registered agent to receive service of process is Edgar W. Smith II.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Director is:

NAME

Edgar W. Smith II

ADDRESS

5405 Diplomat Circle  
Suite 223  
Orlando, FL 32810

ARTICLE VI

The name and address of the subscriber is Edgar W. Smith II, 5405 Diplomat Circle, Suite 223, Orlando, Florida 32810.

ARTICLE VII

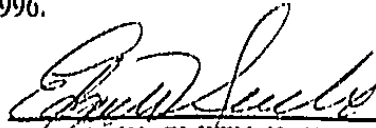
It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 621, Florida Statute.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

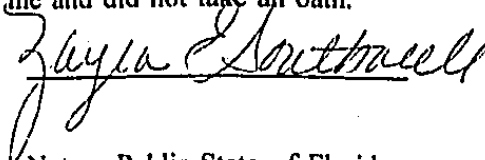
DATED:

September 5, 1996.

  
EDGAR W. SMITH II, ESQUIRE

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on Sept 5, 1996, by Edgar W. Smith II, as Director of Edgar W. Smith II, P.A. a Florida corporation, on behalf of the Corporation. He is personally known to me and did not take an oath.



Notary Public-State of Florida

My Commission Expires: aug 18 2000



Zayra E Southwell  
My Commission CC678281  
Expires Aug. 18, 2000

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

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The Edgar W. Smith II, 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 Orlando, Orange County, State of Florida, has named Edgar W. Smith II as its registered agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having ben named as registered agent and 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 agree to comply with the provisions all statutes relative to the proper and complete performance of my duties.



EDGAR W. SMITH II  
(Registered Agent)

**P9600007537**

**EDGAR W. SMITH II\***

\*ALSO ADMITTED IN LOUISIANA

**REPLY TO:**

LEE ROAD EXECUTIVE BUILDING  
1221 LEE ROAD, SUITE 104  
ORLANDO, FLORIDA 32810  
(407) 523-0322 • FAX (407) 523-0355  
TOLL FREE NATIONWIDE 1-888-4HELP56

**LEGAL ASSISTANTS**

**CHRISTY PICKARD**

**January 1, 1997**

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

*Name  
Change  
Amendment*

**SUBJECT: Change of name and address of Edgar W. Smith II, P.A. to:**

**LOBB & SMITH, P.A.  
LEE ROAD EXECUTIVE BUILDING  
1221 LEE ROAD, SUITE 212  
ORLANDO, FLORIDA 32810**

Enclosed is an Original and one (1) copy of the **ARTICLES OF AMENDMENT** to Articles of Incorporation of Edgar W. Smith II, P.A., and a check for \$35.00 for filing fee.

**FROM: Edgar W. Smith II  
Lee Road Executive Building  
1221 Lee Road, Suite 212  
Orlando, Florida 32810**

97 JAN -7 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

Name Availability	1/7/97
Document Examiner	DOV
Updater	DOV
Update Verifier	DOV
Acknowledgement	DOV
W.P. Verifier	DOV

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FILING 35 \*\*\*\*\*35.00 \*\*\*\*\*35.00  
R. AGENT FEE  
C. COPY  
TOTAL 35  
N. NAME  
BALANCE DUE  
RECORD

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
EDGAR W. SMITH II, P.A.

FILED  
97 JAN -7 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles incorporation:

FIRST: Amendments adopted: Articles I, IV, V, and VI.

ARTICLE I

The name of the Corporation is changed from EDGAR W. SMITH II, P.A., to LOBB & SMITH, P.A.

The nature of business of the professional association shall be the practice of law.

ARTICLE IV

The street address of the place of business of the Corporation is Lee Road Executive Building, 1221 Lee Road, Suite 212, Orlando, Florida 32810. The address of the registered office maintained pursuant to Section 607.0501 Florida Statutes, is Lee Road Executive Building, 1221 Lee Road, Suite 212, Orlando, Florida 32810. The name of the Corporation's initial registered agent to receive service of process is Edgar W. Smith II.

ARTICLE V

The number of Directors constituting the Board of Directors is two. The number of director may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
Edgar W. Smith II	250 Fox Chase Point, South Longwood, Florida 32779
Richard W. Lobb	227 Wimbledon Circle Heathrow, Florida 32746

**ARTICLE VI**

The name and address of the subscriber is Edgar W. Smith II, Lee Road Executive Building, 1221 Lee Road, Suite 212, Orlando, Florida 32810.

**SECOND:** Amendments do not provide for an exchange, reclassification or cancellation of issued shares.


**THIRD:** The date of each amendment's adoption: January 2, 1997.

**FOURTH:** Adoption of Amendments to Articles, I, IV, V, and VI.

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

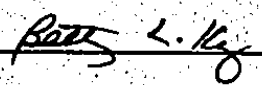
**FIFTH:** Certificate of Designation of Registered Agent/Registered Office, attached as Exhibit A.

**DATED:** Jan 3, 1997.

  
Edgar W. Smith II, President and  
Chairman of the Board of Directors.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on Jan 3, 1997, by Edgar W. Smith II, as Director of Edgar W. Smith II, P.A., a Florida Corporation, on behalf of the Corporation, He is personally known to me and did not take an oath.

  
Notary Public, State of Florida  
My Commission Expires: 3-18-97



BETTY L. KEY  
MY COMMISSION # 01225122-200003  
March 18, 1997  
BONDED BY TROY FAYETTE COMPANY, INC.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Lobb & Smith, P.A.

2. The name and address of the registered agent and office is:

Edgar W. Smith II

(NAME)

1221 Lee Road Suite 212

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando, Florida 32810

(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

1/2/97  
(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**

Exhibit A