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LAW OFFICES OF
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FILED
99 DEC 23 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EARL E. MAYER, JR.*
P. TODD KENNEDY, P.A., LL.M. Taxation
JOHN W. RANDOLPH, JR., C.P.A., LL.M. Estate Planning
PAUL T. TRINLEY, LL.M. Taxation

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

December 22, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

200003079082--6
-12/23/99-01036-012
****122.50 *****78.75

Re: John W. Randolph, Jr., P.A.

Dear Sir or Madam:

Enclosed are two (2) originals of Articles of Incorporation and Registered Agent forms for the captioned corporation.

Please file one original in your office and the other original is to be certified and returned to this office. Also enclosed is a check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

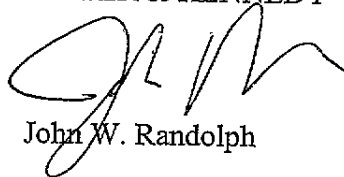
D. BROWN JAN - 3 2000

Secretary of State
Division of Corporations
December 22, 1999
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Please telephone me if there is any reason why these requests cannot be met promptly.
Thank you for your attention to these matters.

Sincerely,

MAYER & KENNEDY

A handwritten signature in black ink, appearing to be "JWR", written over the printed name.

John W. Randolph

JWR/msg
Enclosures
F:\JWR\PA\ART-INC.SOS

**ARTICLES OF INCORPORATION
OF
JOHN W. RANDOLPH, JR., P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Professional Corporation Act, Florida Statutes §621.01, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is JOHN W. RANDOLPH, JR., P.A.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The purpose for which the corporation is organized is to practice law. Further, the corporation shall have all powers permitted to a corporation under the Florida General Corporation Act as extended to a Florida Professional Service Corporation under Florida Statute §621.13.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial corporate office of the corporation is 1675 Palm Beach Lakes Boulevard, Suite #700, West Palm Beach, Florida 33401.

5.02 The name and address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is JOHN W. RANDOLPH, JR., 1675 Palm Beach Lakes Boulevard, Suite #700, West Palm Beach, Florida 33401.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is JOHN W. RANDOLPH, JR., 1675 Palm Beach Lakes Boulevard, Suite #700, West Palm Beach, Florida 33401.

6.02 Said incorporator is over the age of eighteen (18) years; is sui juris, and is a citizen of the United States.

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the Corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
JOHN W. RANDOLPH, JR.	1675 Palm Beach Lakes Boulevard Suite 700 West Palm Beach, Florida 33401


ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be January 1, 2000.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 21st day of December, 1999.

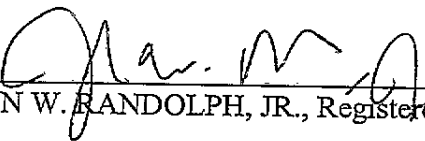
By: 
JOHN W. RANDOLPH, JR.
Incorporator and Registered Agent

ACCEPTANCE:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

I agree as Registered Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in such office as required by law.



JOHN W. RANDOLPH, JR., Registered Agent

F:\JWR\PA\ARTOFINC\JWR