



SAMUEL M. PEEK Attorney at Law

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February 03, 2000

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SAMUEL M. PEEK
Attorney at Law

General Practice
Wills and Probate
Estate Planning
Living Trusts
Business Law
Real Estate
Business Closings
Personal Injury
Guardianship
Sports Law
Criminal Practice
Bankruptcy Law

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

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AFFILIATIONS

The Florida Bar
Okaloosa-Walton County
Bar Association
Federal Bar of the Northern
District Of Florida
Certified Contract Advisor
National Football League
Licensed Sports Agent
Florida Bar Speakers Bureau
Okaloosa-Walton Counties
Legal Aid Society
Business Law Instructor
University of West Florida

Dear Sir or Madam:

Enclosed you will find two copies of the Articles of Incorporation for Susan L. Boyd P.A. along with our check for \$70.00. Please file and forward back to me. I am,

SUSAN L. BOYD
Attorney at Law

General Practice
Marital and Family Law
Juvenile Law
Wills and Probate
Business Law
Personal Injury
Guardianship
Criminal Practice
Bankruptcy Law

SMP/bst
Enclosures

AFFILIATIONS

The Florida Bar
The Alabama Bar
Okaloosa-Walton County
Bar Association
Federal Bar of the Northern
District of Florida
Okaloosa-Walton Counties
Legal Aid Society

Sincerely yours,

[Signature]
SAMUEL M. PEEK

FILED
00 FEB -7 PM 3:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*CB
2-14-00*

ARTICLES OF INCORPORATION

OF —

SUSAN L. BOYD, P.A.

FILED
00 FEB -7 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and being a licensed attorney at law, licensed under the laws of the State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

... The name of this Corporation is SUSAN L. BOYD, P.A.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed attorney under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to render services as Attorneys at Law.

To invest the funds of this Corporation in real estate, mortgages, stocks, bonds and any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the

purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by Law.

ITEM III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock of the same class and having a nominal or par value of one dollar (\$1.00) per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice as Attorney at Law in the State of Florida.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the Corporation shall be issued as "small business corporation" stock, in accordance with a plan or plans under the provisions of Section 1244, Internal Revenue Code of 1954.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Fifty Dollars (\$50.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is 222 Government Street, Suite D, Niceville, Florida 32578 and the office address is 222 Government Street, Suite D, Niceville, Florida 32578. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the shareholders.

ARTICLE VIII - INITIAL DIRECTOR

The name and post office address of the first Board of Directors, who subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

NAME

SUSAN L. BOYD

ADDRESS

222 Government Street
Suite D
Niceville, FL 32578

ARTICLE IX - SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation, who is duly licensed under the laws of the State of Florida to render services as an Attorney at Law, and the number of shares he agrees to take and value of consideration are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
SUSAN L. BOYD	222 Government Street Suite D Niceville, FL 32578	50	\$50.00

ARTICLE X - VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI - CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII - BUSINESS OPERATIONS

Except as otherwise provided by law: all business affairs of the Corporation shall be conducted in compliance with general practices which are

characteristic of those ordinarily relating to business corporations; all shares of stock in the Corporation shall be fully transferable; management of the Corporation shall be vested in the Board of Directors; liability of the shareholders shall be limited to their respective interests in the stock of the Corporation; and the continuity of the Corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder; provided, however, that this provision shall not prohibit the Corporation, its employees, or its stockholders from entering into such agreements relating to redemption of stock, other stock purchase agreements or other corporate plans available to business corporation.

ARTICLE XIII - CONTRACTS

No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors, individually or jointly, may be a part or parties to or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may any way be interested.

ITEM XIV - REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XV - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the by-laws, adopted by a single majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation by any of its shareholders, or in the event of death of its shareholder. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of their parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein, except to another individual who is eligible to be a shareholder of this Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to render services as an Attorney at Law in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this Corporation, in accordance with the by-laws adopted by the shareholders.

ARTICLE XVI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida, and for the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

This Corporation shall have the power to enter into, or become a partner in, any arrangements of sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

This Corporation shall have the power to deny to the holders of common stock of this Corporation, any preemptive right to purchase or subscribe to any new issue of any type stock of this Corporation, and no shareholder shall have preemptive right to subscribe to any such stock.

This Corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his share, in accordance with the By-Laws, adopted by the shareholders of this Corporation, setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) other retirement or incentive compensation plans, (7) health expense and insurance plan, or (8) health fitness plan, (9) life and disability insurance plan.

ARTICLE XVII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

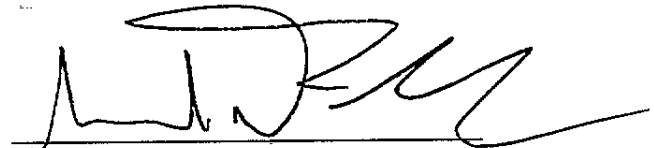
The directors of this Corporation shall have the power to make and amend the By-Laws of this Corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the capital stock hereinabove named, for the purpose of forming a Professional Service Corporation to perform services as aforesaid within the State of Florida, under the laws of the State of Florida, do make and file this instrument, hereby declaring and certifying that the facts herein stated are true, and hereunto setting his hand and seal this 3rd day of February, 2000.

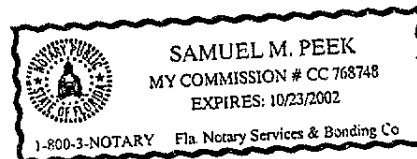

SUSAN L. BOYD

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 3rd day of February, 2000.



NOTARY PUBLIC
My Commission Expires:



DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted.

That SUSAN L. BOYD, P.A., a Corporation duly organized and existing under the laws of the State of Florida, with its principal office indicated in the the Articles of Incorporation in Niceville, Florida, has named:

SUSAN L. BOYD
222 Government Street, Suite D
Niceville, Florida 32578

as its agent to accept service of process in the State.

ACCEPTANCE

Having been named to accept service of process for the above-stated Corporation, at place designated in this this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping open said office.


SUSAN L. BOYD

FILED
00 FEB -7 PM 3:09
SECRET
FEB 7 2000