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ATTORNEYS AT LAW

FILED
02 FEB 28
TALLAHASSEE, FL

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EMAIL:

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*****78.75 *****78.75

February 22, 2000

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

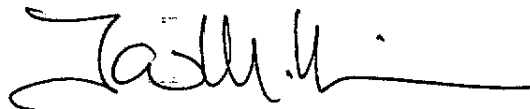
Re: Yanger & Smith, P.A.

Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the above-referenced professional association together with our check in the amount of \$78.75 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the envelope provided. Thank you for your attention to this matter.

Sincerely yours,



Taso M. Milonas

TMM/ea
Enclosures

F. O'NEILL MAR 7 2000

ARTICLES OF INCORPORATION
OF
YANGER & SMITH, P.A.

FILED
CORPORATION
FEB 28 PM 2:57
TAMPA, FLORIDA

The undersigned incorporators hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a professional service corporation in accordance with Chapters 621 and 607, Florida Statutes.

ARTICLE I

Name

The name of this corporation shall be: Yanger & Smith. P.A.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

2701 West Busch Boulevard, Suite 208
Tampa, Florida 33618-4531

ARTICLE III

Business and Purposes

The general purposes for which this corporation is organized is for the operation of a law practice and the transaction of any and all lawful business for which corporations may be incorporated under the "Florida Business Corporation Act" and the "Professional Service Corporation and Limited Liability Company Act" of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Acts.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2701 West Busch Boulevard, Suite 208, Tampa, Florida 33618-4531 and the initial registered agent of this corporation at such office shall be William H. Yanger, Jr. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) members, such members to hold office until their successor or successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
William H. Yanger, Jr.	2701 West Busch Boulevard, Suite 208 Tampa, Florida 33618-4531
Christopher J. Smith	2701 West Busch Boulevard, Suite 208 Tampa, Florida 33618-4531

ARTICLE IX

Incorporators

The names and street addresses of the incorporators making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William H. Yanger, Jr.	2701 West Busch Boulevard, Suite 208 Tampa, Florida 33618-4531
Christopher J. Smith	2701 West Busch Boulevard, Suite 208 Tampa, Florida 33618-4531

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

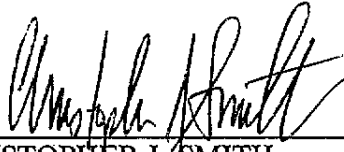
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.



WILLIAM H. YANGER, JR.



CHRISTOPHER J. SMITH

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 16th day of February, 2000,
personally appeared William H. Yanger, Jr. to me well known to be the person described in and
who signed the foregoing Articles of Incorporation as Incorporator, and acknowledged to me that
he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Brenda J Loder
NOTARY PUBLIC



Brenda J Loder
My Commission CC810863
Expires February 21 2003

My Commission Expires: 2/21/2003

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 16th day of February, 2000,
personally appeared Christopher J. Smith to me well known to be the person described in and
who signed the foregoing Articles of Incorporation as Incorporator, and acknowledged to me that
he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Brenda J Loder
NOTARY PUBLIC



Brenda J Loder
My Commission CC810863
Expires February 21 2003

My Commission Expires: 2/21/2003

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

YANGER & SMITH, P.A.

The undersigned, William H. Yanger, Jr., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 16th day of February, 2000.

William H. Yanger, Jr.
WILLIAM H. YANGER, JR.

FILED

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CLERK OF COURT
TALLAHASSEE, FLORIDA