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M. JEAN RAWSON, P.A.

400 Fifth Avenue South, Suite 300

Naples, Florida 34102

Telephone (941) 263-8206

Fax (941) 263-8472

M. Jean Rawson

Certified Family Mediator

Certified County Mediator

Also Admitted in Indiana

Heather Gilchrist

Of Counsel

Also Admitted in Indiana, Illinois and Ohio

Toll Free No. (888) 204-3270

April 25, 2000

Florida Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

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****122.50 *****78.75

Re: **HEATHER GILCHRIST, P.A.**

Dear Staff Member:

Enclosed are an original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation, together with a check in the amount of \$122.50 representing the filing fee.

Also enclosed is a self-addressed, stamped envelope for your convenience in returning a certified copy of the Articles once they have been filed.

If you should have any questions, please do not hesitate to contact this office.

Sincerely,

Carolyn B. Magarro

Carolyn B. Magarro

Legal Assistant to Heather Gilchrist

Enclosures

Heather Gilchrist GAVE
AUTHORIZATION BY PHONE TO
CORRECT *PLA Purpose*
DATE *5/16/00*
DOC. EXAM *W. Brown*

FILED
00 MAY -5 PM 1:12
TALLAHASSEE, FLORIDA

D. BROWN MAY 10 2000

ARTICLES OF INCORPORATION

OF

HEATHER GILCHRIST, P.A.

FILED
00 MAY -5 PM 1:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, **HEATHER GILCHRIST**, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is **HEATHER GILCHRIST, P.A.**. The principal office and mailing address of the corporation is 400 Fifth Avenue South, Suite 300, Naples, Florida 34102.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of providing legal services.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7500 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the

requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 600 Fifth Avenue South, Suite 212, Naples, Florida, and the name of the initial registered agent of the Corporation at that address is Richard J. How.

The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

Heather Gilchrist, located at 577 Parkwood, Naples, FL 34102

ARTICLE VIII
INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Heather Gilchrist	577 Parkwood Lane, Naples, Florida 34102

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

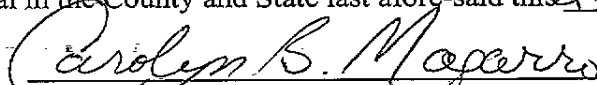
IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 25th day of April, 2000.

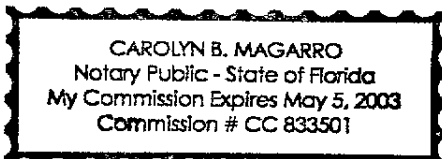

Heather Gilchrist

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared **Heather Gilchrist**, who is personally known to me or has produced _____ as identification, to me well known to be the person(s) described in and who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last afore-said this 25th day of April, 2000.
(SEAL)


Notary Public - State of Florida



(Print, Type, or Stamped Commissioned Name of Notary Public)
Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____

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

FILED
00 MAY -5 PM 1:12
CLERK OF DISTRICT COURT
STATE OF FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

That **HEATHER GILCHRIST, P.A.**, desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation in County Collier,
State of Florida, has named Richard J. How located at 600 Fifth Avenue South, Suite 212,
Naples, Florida 34102, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at place
designated in 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.


RICHARD J. HOW