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May 18, 2000

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

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*****78.50 *****78.50

SUBJECT: E. Clayton Yates P.A.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$70.00
Filing Fee

✓ \$78.75
Filing Fee &
Certificate

\$122.50
Filing Fee &
Certified Copy

\$131.25
Filing Fee,
Certified Copy,
& Certificate

Sincerely,


E. Clayton Yates

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE OF INCORPORATION FOR PROFESSIONAL CORPORATION

The undersigned natural person, competent and licensed to practice Law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation

The name of this Corporation shall be E. CLAYTON YATES, P.A.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of Law, and all its fields of specializations, as are engaged in by E. Clayton Yates, P.A.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be a member of the Florida Bar in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

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TALLAHASSEE, FLORIDA

c. Shares of the corporation's stock and certificates shall be issued only to members of the Florida Bar in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office and principal office is: E. Clayton Yates, P.A., 205 South Second Street, Fort Pierce, FL 34950, and the name of its initial registered agent is E. Clayton Yates.

VI

Incorporator

The name and address of the Incorporator is as follows:

E. CLAYTON YATES
205 South Second Street
Fort Pierce, FL 34950

VII

Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

E. CLAYTON YATES
205 South Second Street
Fort Pierce, FL 34950

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith, sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall no be entitled to dividends.

X

Informal Director Action

If the Director consents in writing to any action taken or to be taken by the corporation, and the writings evidencing his consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this May 23, 2000.


Incorporator


Registered Agent

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared E. CLAYTON YATES, who is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Fort Pierce, in the said County and State, this May 23, 2000.

Nancy A. Kennedy
NOTARY PUBLIC - State of Florida at Large



Nancy A Kennedy
My Commission CC575828
Expires Oct. 02, 2000

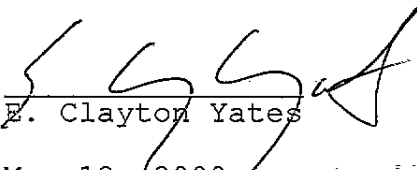
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: E. Clayton Yates, P.A.
2. The name and address of the registered agent and office is:

E. Clayton Yates
Law Office Of E. Clayton Yates
205 South Second St.
Fort Pierce, Fl. 34950

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.


E. Clayton Yates

May 18, 2000

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