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FILED
00 SEP 29 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 26, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

000003410200--4
-09/29/00--01092--009
*****78.75 *****78.75

RE: Filing of Articles of Incorporation

To Whom It May Concern:

Please find enclosed Articles of Incorporation for Lydolph, Porath & Warden, P.A. and a check for the filing fee in the amount of \$78.75.

If the Department requires any other information for the filing of these articles, please contact me:

Shannon Porath
P.O. Box 2010
Santa Rosa Beach, FL 32459
(850) 622-1131
(850) 622-0102

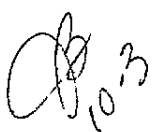
Thank you for your time and consideration in this matter.

Respectfully,



Shannon L. Porath

SLP



**ARTICLES OF INCORPORATION
FOR**

Lydolph, Porath & Warden, P.A.

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TALLAHASSEE, FLORIDA

The undersigned attorneys, being duly licensed to practice Law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, Florida Statutes Chapter 621, and other laws of the State, hereby make, acknowledge, and file the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the professional service corporation shall be:

Lydolph, Porath & Warden, P.A.

ARTICLE II --- PRINCIPAL OFFICE

The mailing address and street address of the principal office of the company shall be:

44A DUNE BREEZE LANE, SANTA ROSA BEACH, FL 32459

ARTICLE III ---- PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV ---- DURATION

The company shall commence its existence on the date these articles of incorporation are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of incorporation.

ARTICLE V ---- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company ten dollars (\$10.00) and other valuable consideration.

ARTICLE VI --- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the company only on the unanimous written consent of all the members.

ARTICLE VII – CAPITAL STOCK

The capital stock of the professional service corporation shall be Six Thousand (6,000) shares of common stock having a par value of ten dollars (\$10.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Law in the State of Florida.

ARTICLE VIII – INITIAL REGISTERED AGENT AND OFFICE

The address of the initial registered agent of this professional service corporation is 44A Dune Breeze Ln.; Santa Rosa Beach, FL 32459. The name of the initial registered agent at that address is Shannon L. Porath.

ARTICLE IX -- INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of three members. The names and addresses of the members of the first board of directors are:

Co-Chairmans of the Board:

Paul Lydolph III	P.O. Box 1609	Santa Rosa Beach, FL 32459
Shannon L. Porath	P.O. Box 2010	Santa Rosa Beach, FL 32459
Stan M. Warden	P.O. Box 1675	Santa Rosa Beach, FL 32459

ARTICLE X ---- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE XI ---- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in

the company, unless the business of the company is continued by the written consent of the remaining member(s).

ARTICLE XII --- SUBSCRIBERS

The name and address of the persons signing these articles of incorporation as subscribers are:

Paul Lydolph III	P.O. Box 1609	Santa Rosa Beach, FL 32459
Shannon L. Porath	P.O. Box 2010	Santa Rosa Beach, FL 32459
Stan M. Warden	P.O. Box 1675	Santa Rosa Beach, FL 32459

ARTICLE XIII – INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XIV --- TRANSFERABILITY OF INTERESTS

Unless the articles of incorporation or regulations of the company require otherwise, any interest of a member is assignable only if the non-assigning member(s) provide written consent to the assignment. If a member assigns his or her entire interest, then he or she ceases to be a member or have any power to exercise any rights as a member. Each member cannot confer on a non-member all the attributes of the member's interest without the unanimous written consent of the non-transferring member(s).

ARTICLE XV --- AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation. An amendment to the articles of incorporation must be filed with the Department of State within 30 days after any of the following events: (a) the professional service corporation changes its name; (b) the articles contain a false or erroneous statement; (c) the time of dissolution as stated in the articles changes; (d) there is a time fixed for dissolution previously not provided for in the articles; or (e) the members desire to change any statement in the articles to more accurately reflect the agreement between them.

ARTICLE XVI – ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVII – PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of incorporation at Santa Rosa Beach, Florida, on this 26th day of September, 2000.




PAUL LYDOLPH III

STATE OF FLORIDA
COUNTY OF WALTON

Sworn to and subscribed before me this 26th day of September, 2000.



Notary Public --- State of Florida
 Rachel J Stephenson
My Commission CC962043
Expires August 20, 2004

Printed Name of Notary Public or Stamp

Personally Known

OR Produced Identification _____

Type of Identification Produced _____

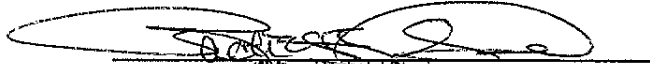
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Santa Rosa Beach, Florida, on this 26 day of September, 2000.




SHANNON L. PORATH

STATE OF FLORIDA
COUNTY OF WALTON

Sworn to and subscribed before me this 26th day of September, 2000.



Notary Public  Rachel J Stephenson
State of Florida
My Commission CC962043
Expires August 20, 2004

Printed Name of Notary Public or Stamp

Personally Known

OR Produced Identification

Type of Identification Produced _____


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of incorporation at Santa Rosa Beach, Florida, on this 26th day of September, 2000.


STAN M. WARDEN

STATE OF FLORIDA
COUNTY OF WALTON

Sworn to and subscribed before me this 26th day of September, 2000.



Notary Public  Rachel J Stephenson
State of Florida
My Commission CC962043
Expires August 20, 2004

Printed Name of Notary Public or Stamp

Personally Known

OR Produced Identification

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of incorporation of Lydolph, Porath & Warden, P.A., as the registered agent of this professional service corporation, hereby consents to accept service of process for the above stated company at the place designated in the articles of incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


SHANNON L. PORATH

**STATE OF FLORIDA
COUNTY OF WALTON**

Sworn to and subscribed before me this 20th day of September, 2000.



Notary Public --- State of Florida



Rachel J Stephenson
My Commission CC962043
Expires August 20, 2004

Printed Name of Notary Public or Stamp

Personally Known

OR Produced Identification

Type of Identification Produced _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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