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October 30, 2000

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

000003448720--7
-11/02/00--01058--026
*****78.75 *****78.75

Re: Incorporation Transmittal Letter

SUBJECT: JOHNSON & KEY, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for Filing Fee & Certificate of Status.

Should you have any questions concerning the above or any other matter, please feel free to call.

Very Truly Yours,

John Key
John Key

enclosures

John Key GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Purpose*
DATE *11-6-00*
DOC. EXAM *WCC*

FILED
00 NOV -2 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FL 32310

11-7
WCC

ARTICLES OF INCORPORATION OF
JOHNSON & KEY, P.A.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

The name of this corporation shall be JOHNSON & KEY, P.A.

Article II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 712½ St. Johns Avenue, Palatka, Florida 32177.

Article III
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Article IV
Initial Registered Agent and Address

The street address of the initial registered office of this corporation is 712 ½ St. Johns Avenue, Palatka, Florida 32177 and the initial registered agent at that office is JOHN KEY.

Article V
Incorporator

The name and street address of the incorporator of this corporation are:

John Key, Esquire
712 ½ St. Johns Avenue
Palatka, Florida 32177

Article VI
Duration

This corporation shall exist perpetually.

FILED
00 NOV -2 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VII
Purposes

This corporation is organized for the sole and specific purpose of rendering professional service, having as its shareholders only other professional corporations, professional limited liability companies, or individuals who are themselves duly licensed or otherwise legally authorized to render the same professional service as the corporation under applicable laws of the United States of America and of the State of Florida.
The Practice of Law.

Article VIII
Directors

(a) This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than two (2).


(b) The name and street address of the initial directors of the corporation are:

John Key
2830 Apache Avenue
Jacksonville, FL 32210

Brian S. Johnson
11167 Caroline Crest Dr.
Jacksonville, FL 32225

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 30th day of October, 2000.



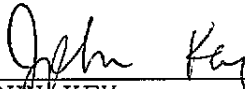
JOHN KEY

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

JOHNSON & KEY, P.A., desiring to organize or qualify under the laws of the State of Florida, hereby designates JOHN KEY as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be John Key, 712 ½ St. Johns Avenue, Palatka, FL 32177.

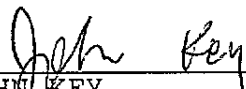
DATED this 30th day of October, 2000.



JOHN KEY

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 30th day of October, 2000.



JOHN KEY

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00 NOV -2 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA