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CARLA DELOACH BRYANT
JOHNSON & BRYANT
ATTORNEYS and COUNSELORS AT LAW

1201 SOUTH ORLANDO AVENUE, SUITE 350, WINTER PARK, FL 32789
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November 30, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/04/00--01101--001
****125.00 *****78.75

Re: Filing Articles of Incorporation

Dear Sir / Madam:

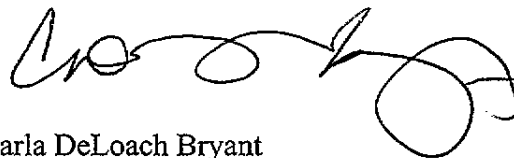
Enclosed for filing are the Articles of Incorporation of the Law Offices of Carla DeLoach Bryant, P.A., along with a firm check in the amount of \$125.00 for payment of the filing fee (\$100.00) and Registered Agent Fee (\$25.00).

Thank you for your prompt response to this matter and if you have any questions, please do not hesitate to contact our office.

I remain

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****125.00 *****125.00

Very truly yours,



Carla DeLoach Bryant

CDB/js
Enclosures

FILED
00 DEC -4 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gy 12/8

CARLA DELOACH BRYANT
ATTORNEY and COUNSELOR AT LAW
A PROFESSIONAL ASSOCIATION

1201 SOUTH ORLANDO AVENUE, SUITE 350, WINTER PARK, FL 32789
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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
THE LAW OFFICES OF
CARLA DELOACH BRYANT, PA.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopt the articles of incorporation:

ARTICLE I

NAME

The name of the Professional Association is The Law Offices of Carla DeLoach Bryant, P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The principal place of business and mailing address of the professional association's office is 1201 South Orlando Avenue, Suite 350, County of Orange, State of Florida 32789. The name of the initial registered agent of the corporation is Carla DeLoach Bryant and her street address is:

1201 South Orlando Avenue, Suite 350
Winter Park, Florida 32789

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

1. The purpose of the corporation is to practice the profession of law as a professional law corporation and to carry on services incident to the practice of law. The sole and exclusive professional service to be rendered by the corporation is the practice of law.
2. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE IV

SHARES

The total number of shares of stock which the professional association shall be authorized to issue or have outstanding at any one time is 100 shares.

ARTICLE V

INCORPORATORS

The name and address of the person signing these articles of incorporation as the incorporator is:

Carla DeLoach Bryant
1201 South Orlando Avenue, Suite 350
Winter Park, Florida 32789

The undersigned incorporator of the corporation, has executed these articles of incorporation at The Law Offices of Carla DeLoach Bryant, P.A., 1201 South Orlando Avenue, Suite 350, Winter Park, Florida 32789.

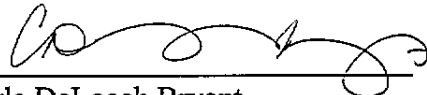


Carla DeLoach Bryant

ACCEPTANCE AS REGISTERED AGENT

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 am familiar with and accept the obligations of my position as registered agent.

Signed this 29th day of November, 2000.


Carla DeLoach Bryant

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TALLAHASSEE, FLORIDA