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A Partnership of Professional Associations

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December 18, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
00 DEC 22 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

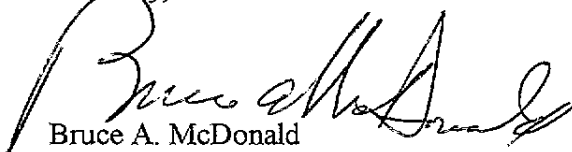
RE: Florida Probate Law Firm, P.A.

Dear Sir:

Enclosed please find Articles of Incorporation of Florida Probate Law Firm, P.A., and Acceptance of Appointment of Registered Agent. Also, please find a check for \$70.00 to cover the filing fee for a professional association, and registered agent designation. Please send us back a confirmation that these documents have been received and filed.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,

  
Bruce A. McDonald

BAM/s  
Encls.

Re 2-01

ARTICLES OF INCORPORATION

OF

FLORIDA PROBATE LAW FIRM, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, 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, Chapter 621, Florida Statutes, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is Florida Probate Law Firm, P.A.

ARTICLE II - PURPOSE

The professional service corporation is formed to engage in the practice of law in every state in which any of its shareholders or employees is licensed to practice, including but not limited to probate and estate administration law. In addition, the corporation may: (a) provide information and educational services to its clients or the public at large; (b) 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; and (c) contribute, to the extent allowed by applicable laws, a percentage of its revenue to assist the poor and needy of this world.

ARTICLE III - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Department of State of Florida.

ARTICLE IV - CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of One (\$1.00) dollar 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 one of the states of the United States, and at least one of the shareholders at all times must be licensed to practice law in the State of Florida.

ARTICLE V - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at 4300 Bayou Blvd., Suite 10, Pensacola, Florida 32503. The mailing address of the corporation is Post Office Box 30132, Pensacola, Florida 32503.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4300 Bayou Blvd., Suite 10, Pensacola, Florida 32503. The name of the initial registered agent at that address is Bruce A. McDonald.

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors, not to exceed three directors in number. The initial board of directors shall consist of one member. His name and address are Bruce A. McDonald, 4300 Bayou Blvd., Suite 10, Pensacola, Florida 32503.

ARTICLE VIII - SUBSCRIBERS

The name and address of the person signing these articles of incorporation as subscriber are Bruce A. McDonald, 4300 Bayou Blvd., Suite 10, Pensacola, Florida 32503.

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

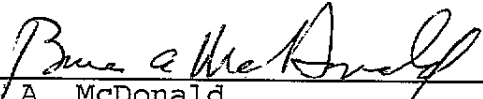
The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of the shareholders. Any such restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his or her stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for such purpose. If any shareholder becomes legally disqualified to practice law in the United States, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 18<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Bruce A. McDonald

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Bruce A. McDonald, hereby accept the appointment as Registered Agent for Florida Probate Law Firm, P.A., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 16<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Bruce A. McDonald

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