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January 27, 2001

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

FILED  
01 JAN 30 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: New Filing of Articles of Incorporation

400003602074--7  
-01/30/01--01094--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find an original Articles of Incorporation for Price & Johnson, P.A. for filing with the Secretary of State. Also enclosed is a check in the amount of \$70.00 for the filing fee.

If you should need anything further, please do not hesitate to contact me.

Sincerely,

  
Timothy P. Kelly

TPK:dfg  
Encl.

✓  
gj1/31

**ARTICLES OF INCORPORATION**  
**OF**  
**PRICE & JOHNSON, P.A.**

**FILED**  
**01 JAN 30 PM 4:03**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

We, the undersigned, associate ourselves together for the purpose of becoming a professional service corporation under the laws of the State of Florida, under and pursuant to the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation is **PRICE & JOHNSON, P.A.**

**ARTICLE II**  
**PURPOSE**

The general purpose of the corporation is to engage in every aspect of the practice of law. The professional services involved in the corporation's practice of law may be rendered only through officers, employees or agents who are active members of The Florida Bar in good standing.

**ARTICLE III**  
**INITIAL PRINCIPAL OFFICE AND ADDRESS**

The initial principal office and mailing address of this corporation is 1016 LaSalle Street, Jacksonville, Florida 32207.

**ARTICLE IV**  
**INITIAL REGISTERED AGENT AND OFFICE ADDRESS**

The street address of the initial registered office of this corporation in Florida shall be 1016 LaSalle Street, Jacksonville, Florida 32207, and its initial registered agent at that address is **TIMOTHY P. KELLY**.

**ARTICLE V**  
**CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one-hundred (100) shares having a par value of One Dollar (\$1.00) per share, all of which shall be common stock in the same class. The stockholders shall have no preemptive rights with respect to the capital stock of securities of the corporation.

**ARTICLE VI**  
**INCORPORATORS**

The names and street addresses of the incorporators are as follows:

<u>Name</u>	<u>Street Address</u>
TIMOTHY P. KELLY	1016 LaSalle Street Jacksonville, Florida 32207

**ARTICLE VII**  
**INDEMNIFICATION**

Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

**ARTICLE VIII**  
**MISCELLANEOUS**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

**ARTICLE IX**  
**AMENDMENTS**

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of January, 2001.

  
\_\_\_\_\_  
TIMOTHY P. KELLY

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, 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 **PRICE & JOHNSON, P.A.**
2. The name and address of the initial registered agent and office is:

Timothy P. Kelly  
1016 LaSalle Street  
Jacksonville, Florida 32207

**FILED**  
01 JAN 30 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

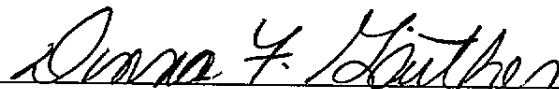
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 27 day of January, 2001.

  
TIMOTHY P. KELLY

STATE OF FLORIDA     )  
COUNTY OF DUVAL    )

The foregoing instrument was acknowledged before me this 27 day of January, 2001 by Timothy P. Kelly. He is personally known to me and did not take an oath.

  
Notary Public for the State of Florida  
My Commission Expires:  
My Commission Number is:



Donna F. Gaither  
MY COMMISSION # CC643885 EXPIRES  
July 7, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.