

PO1000014877

DUNLAP & TOOLE, P.A.

Attorneys at Law
253 Pinewood Drive
Tallahassee, FL 32303
Phone: 850-385-5000
Facsimile: 850-385-7636

REMOVED
AND
FILED
FEB -8 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 8, 2001

BY HAND DELIVERY

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Re: Dunlap & Toole, P.A.

Gentlemen:

Enclosed with this letter are the following documents regarding the above-referenced new Florida corporation:

1. Original and one copy of the Articles of Incorporation of Dunlap & Toole, P.A.
2. Original and one copy of Certificate of Designation of Registered Agent/Registered Office.
3. Our check payable to you for \$78.75.

RECEIVED
01 FEB -8 PM 4:02
DIVISION OF CORPORATION

Please file the original Articles of Incorporation and the original Certificate of Designation of Registered Agent/Registered Office. Please certify and return the copies to me.

Thank you for your assistance.

Sincerely yours,


Davisson F. Dunlap, Jr.

Enclosures



**ARTICLES OF INCORPORATION
OF
DUNLAP & TOOLE, P.A.**

APPROVED
AND
FILED
01 FEB -8 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice law in the state of Florida and desiring to form a professional corporation in accordance with Chapter 621, Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name And Principal Place Of Business

The name of the corporation is **Dunlap & Toole, P.A.** The corporation's initial place of business shall be 253 Pinewood Drive, Tallahassee, Florida 32303.

ARTICLE II

Registered Office

The address of the corporation's initial registered office in this state is 253 Pinewood Drive, Tallahassee, Florida 32303. The initial registered agent at the registered office is Davisson F. Dunlap, Jr.

ARTICLE III

Purpose

The purpose for which the corporation is organized shall be to engage in and carry on the practice of law in the state of Florida and for all other lawful purposes related thereto.

ARTICLE IV

Duration

The term of existence of the corporation shall be perpetual.

ARTICLE V

Professional Services

The professional services of the corporation shall be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized to practice as attorneys within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this corporation, acting through its duly elected officers, and no officer, employee or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by which the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with any applicable provision of Chapter 495, Florida Statutes, or any other applicable law, rule or regulation.

ARTICLE VI

Incorporators

The names and addresses of the incorporators are:

Davisson F. Dunlap, Jr.
253 Pinewood Drive
Tallahassee, Florida 32303

Dana G. Toole
253 Pinewood Drive
Tallahassee, Florida 32303

ARTICLE VII

Directors

Directors shall be appointed in the manner provided in the by-laws of the corporation. The initial board of directors of the corporation shall have not less than one (1) nor more than seven (7) members. The names and addresses of the initial board of directors are:

Davisson F. Dunlap, Jr.
253 Pinewood Drive
Tallahassee, Florida 32303

Dana G. Toole
253 Pinewood Drive
Tallahassee, Florida 32303

ARTICLE VIII

Officers

The corporation shall have a president, vice president, secretary, treasurer and such other executive officers as may be provided for in the by-laws. The initial officers shall be:

Davisson F. Dunlap, Jr.	President
253 Pinewood Drive	
Tallahassee, Florida 32303	

Dana G. Toole	Secretary and Treasurer
253 Pinewood Drive	
Tallahassee, Florida 32303	

ARTICLE IX

Share Structure

Classes of Shares.

The maximum number of shares that the corporation is authorized to have outstanding shall be one hundred (100) shares of voting capital common stock, having a par value of one dollar (\$1.00) each.

Restrictions on Issuance and Transfer.

No share of any of the capital common stock of this corporation shall be issued or transferred to any person who is not an attorney duly licensed to practice law in the state of Florida. Nothing herein shall prevent the corporation and its shareholders from entering into any written agreement(s) further restricting or providing terms for the transfer of the stock of the corporation.

Preemptive Rights: Cumulative Voting.

Holders of the capital stock of the corporation shall have the preemptive right to purchase new shares of stock or securities, and shall also have the preemptive right to acquire stock or securities of the corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

ARTICLE X

Amendment Of Articles

The corporation may, at any time, and from time to time, amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the corporation (or such greater number as may then be required by statute) shall be binding and conclusive on every shareholder of the corporation, as fully as if each shareholder had voted for the change.

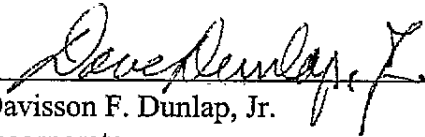
ARTICLE XI

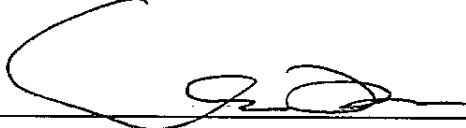
Indemnification

The corporation shall indemnify each of its officers, directors and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened civil action, suit or proceeding to which

he or she is or may be made a party by reason of having been a director, officer or employee of the corporation, to the extent permitted by applicable law.


IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 8th day of Feb, 2001.


Davisson F. Dunlap, Jr.
Incorporator

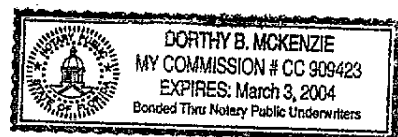

Dana G. Toole
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, appeared Davisson F. Dunlap, Jr., who is personally known to me or who produced N/A as identification, and being first duly sworn or affirmed stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 8th day of February, 2001.


Notary Public

Print, type or stamp name, commission
no. and expiration date:

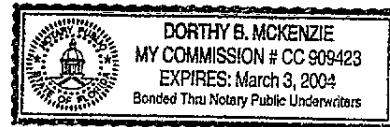


STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, appeared Dana G. Toole, who is personally known to me or ~~who produced~~ N/A as identification, and being first duly sworn or affirmed stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 8th day of February, 2001.

Dorothy B. McKenzie
Notary Public

Print, type or stamp name, commission
no. and expiration date:

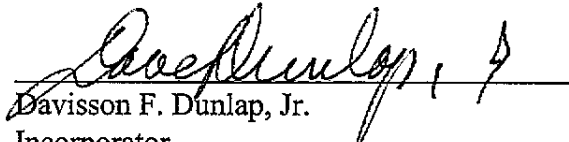


**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

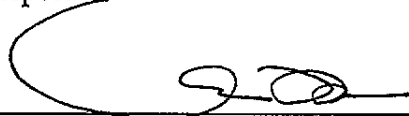
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Dunlap & Toole, P.A.
2. The name and address of the registered agent and office is:

Davisson F. Dunlap, Jr.
253 Pinewood Drive
Tallahassee, Florida 32303



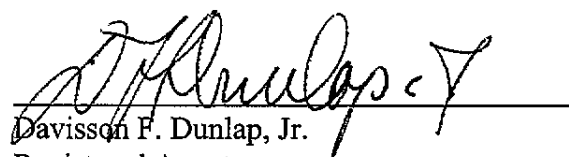
Davisson F. Dunlap, Jr.
Incorporator



Dana G. Toole
Incorporator

Dated: 8th Feb, 2001

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.



Davisson F. Dunlap, Jr.
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA