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ATTORNEY AT LAW

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June 7, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE

07/01/01

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****122.50 *****78.75

RE: BRINTON & ASSOCIATES, P.A.

Gentlemen:

I am enclosing the original and one copy of proposed articles of incorporation for the above corporation, together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered	
Agent's Designation	<u>35.00</u>
Total:	\$122.50

Please let me know if anything further is required.

Sincerely,


Joseph A. Morrison

JAM/jh

Enclosures

cc: Charles Brinton and Robert Hurlburt

01 JUN 11 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PS 6/12/01

ARTICLES OF INCORPORATION
OF

BRINTON & ASSOCIATES, P.A.

FILED

01 JUN 11 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

07/01/01

The undersigned incorporators to these Articles of Incorporation, all of whom are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: BRINTON & ASSOCIATES, P.A.

ARTICLE II. PERMITTED BUSINESSES
AND ACTIVITIES

The sole and exclusive professional service to be rendered by the corporation is the practice of certified public accountants and related services. However, the corporation may invest its funds in real estate, mortgages, stock, bonds or any other type of investments, or own real or personal property necessary for the rendering of professional services.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 7,500 common stock, having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or

greater than the full par value of the shares.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation is to begin on July 1, 2001, and shall continue perpetually thereafter.

ARTICLE V. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 1720 South Florida Avenue, Suite 1, Lakeland, Florida 33803. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 3500 South Florida Avenue, Suite 3, Lakeland, Florida 33803, and the name of the corporation's initial registered agent at that address is Joseph A. Morrison. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Charles H. Brinton	162 Woodhall Drive, Mulberry, Florida 33860
Robert D. Hurlburt	1601 Lakewood Drive North, Lakeland, Florida 33813

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation and their initial ownership interests is:

<u>Name</u>	<u>Address</u>	<u>Initial Percentage Ownership</u>
Charles H. Brinton	162 Woodhall Drive, Mulberry, Florida 33860	50%
Robert D. Hurlburt	1601 Lakewood Drive North, Lakeland, Florida 33813	50%

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XII. ACTION OF SHAREHOLDERS
WITHOUT MEETING

No action of the shareholders may be taken without a meeting, unless a consent in writing setting forth the action so taken shall be signed by all of the shareholders of the corporation who are entitled to vote and be filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.



CHARLES H. BRINTON



ROBERT D. HURLBURT

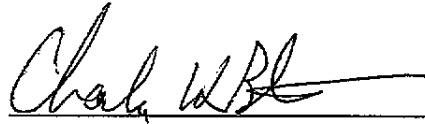
FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

01 JUN 11 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BRINTON & ASSOCIATES, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named Joseph A. Morrison, Esq. located at 3500 South Florida Avenue, Suite 3, Lakeland, Florida 33803, as its agent to accept service of process within this state.



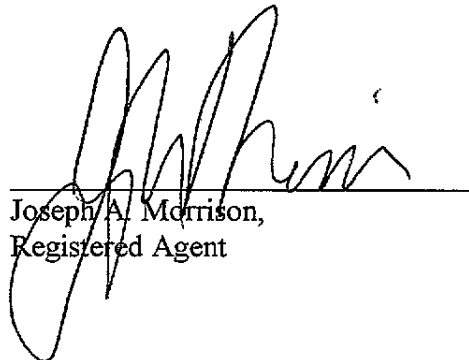
CHARLES H. BRINTON



ROBERT D. HURLBURT

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



Joseph A. Morrison,
Registered Agent