

PO1000064681
Law Offices of
RICHARD SPICE WHEELER, ESQ.

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Winter Park, Florida 32789
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June 25, 2001

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Law Offices of Richard Spice Wheeler, P.A.

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida professional association. Also enclosed is a check in the amount of \$87.50, representing the fees for filing and a certified copy of the same.

Also enclosed is the original Certificate Designating Registered Agent signed by the incorporator and accepted by the Registered Agent.

Thank you for your assistance in this matter.

Sincerely,

Richard S. Wheeler

FILED
01 JUN 27 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Richard Spice Wheeler, B.A., J.D.
Admitted to practice in state and federal courts in New York, the District of Columbia and Florida and the U.S. Tax Court

Curtis L. O'Neal, M.B.A., J.D.
Legal Assistant

T. SMITH JUN 29 2001

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**ARTICLES OF INCORPORATION
OF
LAW OFFICES OF RICHARD SPICE WHEELER, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Association is LAW OFFICES OF RICHARD SPICE WHEELER, P.A. (Professional Association" or "Association").

ARTICLE II - DURATION

The Association shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

ARTICLE III - PURPOSE & POWERS

The Association is organized for the purpose of rendering professional services in the practice of law and, in furtherance thereof, of exercising any and all powers allowed to a lawful business corporation under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The Association is authorized to issue One Thousand (1,000) shares of common stock having no par value, which shall be designated as "Common Shares." In accordance with the limitation contained in Section 621.09(1), Florida Statutes (2000), the Association shall not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder of a corporation organized under this act shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal place of business of the Association is 2265 Lee Road, Suite 103, Winter Park, Florida 32789. The initial registered office of the Association is 2265 Lee Road, Suite 103, Winter Park, Florida 32789, and the name of the initial registered agent of the Association at that address is Richard Spice Wheeler, Esq.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these Articles is Richard Spice Wheeler, Esq., 2265 Lee Road, Suite 103, Winter Park, Florida 32789.

ARTICLE VII - INDEMNIFICATION

The Association shall indemnify any officer, director or employee (or any former officer, director or employee) of the Association to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

The Association reserves the right to amend or repeal any provision of these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 25th day of June 2001.

A handwritten signature in black ink, appearing to read "Richard Spice Wheeler", is written over a horizontal line.

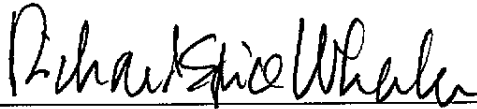
Richard Spice Wheeler, as Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted;

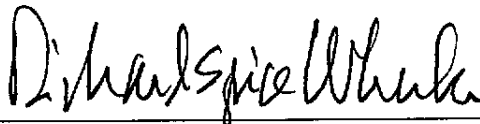
LAW OFFICES OF RICHARD SPICE WHEELER, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 2265 Lee Road, Suite 103, Winter Park, Florida 32789, has named Richard Spice Wheeler, Esq., 2265 Lee Road, Suite 103, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

Dated this 25TH day of June 2001



Richard Spice Wheeler, as Incorporator

Having been named the agent to accept service of process for the above Association, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Richard Spice Wheeler, as Registered Agent

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