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**WILLIAMS
& LIVINGSTON, P.A.**

ATTORNEYS AT LAW

TELEPHONE (407) 839-5818
FACSIMILE (407) 839-1761

POST OFFICE BOX 1831
ORLANDO, FLORIDA 32802-1831

September 26, 2001

Via U.S. Mail

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

Re: Williams, Livingston, & Associates, P.A.

Dear Sir/Madam:

Enclosed for filing please find the original and one (1) copy of the Articles of Incorporation for Williams, Livingston, & Associates, P.A. and its Designation of Registered Agent. Enclosed please also find CNL Bank check number 1265 in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75), representing the filing fee, registered agent designation fee, and certified copy fee.

Upon filing of the Articles of Incorporation, please provide the undersigned with a certified copy of the Articles of Incorporation.

If you should have any questions, comments or concerns, please do not hesitate to contact our office. Thank you for your assistance.

Sincerely,



Scott A. Livingston

SAL
Enclosure

FILED
2001 OCT - 1 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/3/01

EFFECTIVE DATE

9/26/01

ARTICLES OF INCORPORATION

OF

WILLIAMS, LIVINGSTON & ASSOCIATES, P.A.

FILED

2001 OCT -1 AM 10:27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 607, Florida Statutes, hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is Williams, Livingston & Associates, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal address of the corporation is 130 East Hillcrest Street, Orlando, Florida 32801.

ARTICLE III - COMMENCEMENT AND TERMINATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE AND NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended, in addition to the following:

Professional Legal Services.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of stock and their par value that this corporation is authorized to have outstanding at any one time is:

One thousand (1000) shares of one dollar (\$1.00) par value
common stock which shall be designated as "Common Stock".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 130 East Hillcrest Street Orlando, Florida 32801, and the initial registered agent of this corporation at such office shall be Scott A. Livingston, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - INITIAL OFFICERS

This corporation shall have two (2) initial officer who shall be a President/Treasurer and a Vice-President/Secretary all of which shall be elected by the Board of Directors at the time and manner provided by the By-Laws.

The name and address of the initial officers who shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified are:

Charles E. Williams, Jr.
President/Treasurer
130 East Hillcrest Street
Orlando, Florida 32801

Scott A. Livingston
Vice-President/Secretary
130 East Hillcrest Street
Orlando, Florida 32801

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the initial directors of the corporation for the first year of existence of the corporation, or until their successors are elected and qualified are:

Charles E. Williams, Jr.
130 East Hillcrest Street
Orlando, Florida 32801

Scott A. Livingston
130 East Hillcrest Street
Orlando, Florida 32801

ARTICLE IX - INCORPORATORS

The name and street address of the person subscribing to these articles of incorporation is:

Charles E. Williams, Jr.
130 East Hillcrest Street
Orlando, Florida 32801

ARTICLE X - INDEMNIFICATION

The liability of the directors of the corporation for money damages shall be eliminated to the fullest extent permissible under Florida law. This corporation is authorized to provide indemnification of directors, officers, employees or agents for breach of duty to the corporation and its shareholders through By-Law provisions or through agreements with directors, officers, employees or agents, or both By-Laws and agreements, in excess of the indemnification specifically allowed by Florida laws, subject to any limitations on indemnifications under the Florida law which cannot be waived.

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ARTICLE XI - BYLAWS

The corporation has the power to adopt, alter, amend or repeal Bylaws not inconsistent with these Articles of Incorporation as vested in the Board of Directors of the Corporation.

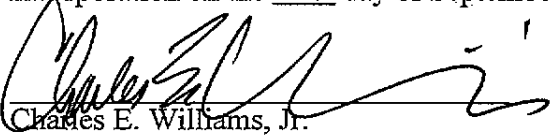
ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in 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.

ARTICLE XIII - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of the corporation.

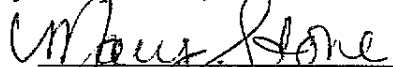
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 26 day of September, 2001.


Charles E. Williams, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Charles E. Williams, Jr., to me known to be the person who executed the foregoing Articles of Incorporation.

WITNESS my hand and seal this 26th day of September, 2001.


NOTARY PUBLIC
My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.501(3), 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.

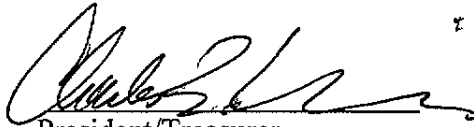
1. The name of the corporation is:

Williams, Livingston, & Associates, P.A.

2. The name and address of the registered agent and office is:

Scott A. Livingston
130 East Hillcrest Street
Orlando, Florida 32801

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TALLAHASSEE FLORIDA

Signature: 

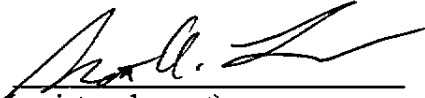
Title:

President/Treasurer

Date:

September 26, 2001

HAVING BEEN NAMED 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.

Signature: 

(registered agent)

Date:

September 26, 2001