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FILED

Shaver & Stoffels, P.A.

3663 Central Avenue
St. Petersburg, FL 33713

01 OCT 24 AM 10: 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 22, 2001

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Division of Corporations
Attn.: New Filing Department
409 East Gaines Street
Tallahassee, FL 32399

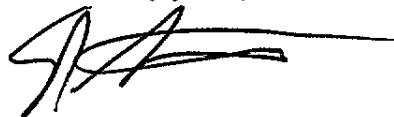
Re: Articles of Incorporation for Shaver & Stoffels, P.A.

Dear Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for the proposed corporation of Shaver & Stoffels, P.A., together with a check in the amount of \$87.50 to cover the filing fee for those articles, the return of a certified copy of those articles, and a certified copy of the certificate of status for the corporation.

Should you have any questions, please do not hesitate to contact me at the above address or at 727-458-6382.

Sincerely yours,



Richard A. Stoffels

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SHAVER & STOFFELS, P.A.

The undersigned, all of whom are duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is SHAVER & STOFFELS, P.A.

ARTICLE II - NATURE OF BUSINESS

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including but not limited to:

1. To take, buy, purchase, sell, exchange, hire, lease, or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage and develop same.
2. To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired and held by a business corporation and in particular lands, leaseholds, shares of stock, mortgages, bonds, and other securities.
3. To erect, construct, maintain, improve, rebuild, alter, manage and control, either directly or through ownership of stock in any corporation, any and all kinds of buildings, dwellings, stores, offices or other structures or erections.

4. To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of and to mortgage or otherwise encumber land, buildings, real property, chattels, real or other property of the company, real and personal.

5. To issue debentures, bonds or other evidence of indebtedness secured by mortgage or mortgages upon property of this company or otherwise, and to sell the same; borrow money, make and issue its promissory notes, bonds or other evidence of indebtedness, whether secured by mortgage, pledge or otherwise.

6. To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds and other obligations.

7. To restrict the manner in which persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

8. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

9. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article, or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be either for services of a value rendered to the Corporation or cash.

ARTICLE IV - DURATION OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE V - ADDRESS

The street address of the principal office and initial registered office of the Corporation in the State of Florida shall be 3663 Central Avenue, St. Petersburg, Florida 33713 and the name of its initial registered agent at such address is Richard A. Stoffels. The Corporation may have and establish offices, conduct business and promote its objects within any part of the State of Florida, as the directors may designate.

ARTICLE VI - DIRECTORS

The management and control of this Corporation shall be vested in a Board of Directors of not less than two (2) Directors. Attendance by a majority of the directors at any meeting shall constitute a quorum. A majority of those directors present at any meeting must vote in favor of any motion, resolution or action taken in order that same become effective and be the act and deed of the Corporation. The Board of Directors shall be elected by the holders of common stock of the corporation. The names and street addresses of the members of the Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws, and the laws of the State of Florida, shall hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|--|
| Robert L. Shaver | 12912 93 rd Avenue North, Seminole, FL 33776 |
| Richard A. Stoffels | 2801 43 rd Street North, St. Petersburg, FL 33713 |

ARTICLE VII - SUBSCRIBERS

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

NAMEADDRESS

Robert L. Shaver

12912 93rd Avenue North, Seminole, FL 33776

Richard A. Stoffels

2801 43rd Street North, St. Petersburg, FL 33713ARTICLE VIII - OFFICERS

The Officers of the Corporation shall be chosen by the Board of Directors. The Board of Directors may also, from time to time, provide for and elect all other officers and committees which may seem expedient to the Board. The Officers who are to hold office for the first year of existence of the Corporation or until their successors are elected and have qualified are as follows:

NAMEOFFICE

Robert L. Shaver

President

Richard A. Stoffels

Vice-President

Robert L. Shaver

Treasurer

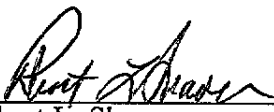
Richard A. Stoffels

Secretary

ARTICLE IX - SEAL

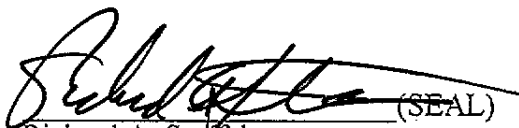
The seal of the Corporation shall be a circular impression with the name Shaver & Stoffels, P.A. around the border and "Florida Seal, 2001" in the center.

IN WITNESS WHEREOF, I/we, the undersigned, as the incorporator(s) of the above-named Corporation, do hereby subscribe my/our name(s) and acknowledge the execution of the same on this 22nd day of October, 2001.



(SEAL)

Robert L. Shaver



(SEAL)

Richard A. Stoffels


STATE OF FLORIDA)


COUNTY OF PINELLAS)

BEFORE ME, personally appeared Robert L. Shaver who is personally known to me or who has produced a Florida driver's license as identification and who executed the foregoing ARTICLES

OF INCORPORATION, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 22nd day of October, 2001, in the aforesaid County and State.


 Linda I Weidman
My Commission CC790691
Expires November 27, 2002

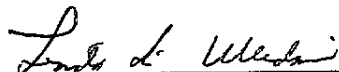

NOTARY PUBLIC *Linda I Weidman*
My Commission Expires: *11-27-02*

STATE OF FLORIDA)
 :
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Richard A. Stoffels, who is personally known to me or who has produced a Florida driver's license as identification and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 22nd day of October, 2001, in the aforesaid County and State.

 Linda I Weidman
My Commission CC790691
Expires November 27, 2002


NOTARY PUBLIC *Linda I Weidman*
My Commission Expires: *11-27-02*

ACCEPTANCE BY REGISTERED AGENT

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


Richard A. Stoffels

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