

TRANSMITTAL LETTER

PO1000113682

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

APPROVED AND FILED
01 NOV 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Thompson & McDaniel P.A.
(Proposed corporate name - must include suffix)

RECEIVED
01 NOV 30 PM 12:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy

\$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Nicholas R. Thompson
Name (Printed or typed)

1401 E. DeSoto Street
Address

Pensacola, FL 33901
City, State & Zip

(850) 444-0000
Daytime Telephone number

200004700292--6
-11/30/01--01047--009
*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]
11/30
W

ARTICLES OF INCORPORATION

OF

THOMPSON & McDANIEL, P.A.

APPROVED
AND
FILED
01 NOV 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED natural persons, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of the corporation is THOMPSON & McDANIEL, P.A. and its principal office and mailing address is located at 103 N. Devilliers Street, Pensacola, Florida 32501.

ARTICLE II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of law and related services necessary and incidental thereto, and all its fields of specialization, as are engaged by duly authorized and licensed attorneys within the State of Florida.

B. To engage and render the professional services involved only through its offices, agents, and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation

C. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

D. To engage in no other business other than the renditions of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The maximum number of shares of stock the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

B. Shares of the corporation's stock and certificates shall be issued only to officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription of these Articles of Incorporation.

ARTICLE V

REGISTERED AGENT

The address of this corporation's initial registered agent is 1401 E. Desoto Street, Pensacola, Florida 32501, and the name of its initial registered agent at said address is Nicholas R. Thompson.

ARTICLE VI

INCORPORATOR

The names and addresses of the incorporators are Nicholas R. Thompson of 1401 E. Desoto Street, Pensacola, Florida 32501, and Robert R. McDaniel, II of 103 N. Devilliers Street, Pensacola, Florida 32501.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased from time to time by a resolution of the majority of the Stockholders, but shall never be less than two (2). The names and addresses of the initial Directors of this corporation are as follows:

Nicholas R. Thompson
1401 E. Desoto Street
Pensacola, Florida 32501

Robert R. McDaniel, II
103 N. Devilliers Street
Pensacola, Florida 32501

ARTICLE VIII

INFORMAL ACTION OF SHAREHOLDERS

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earning or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any Shareholders, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL ACTIONS OF DIRECTORS

If all the Directors severally ^{or} collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

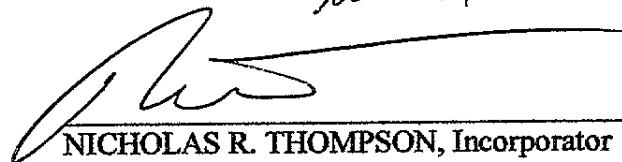
The corporation shall indemnify any officer or director or former officer or director to the full extent permitted by law.

ARTICLE XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors, provided that such amendment is in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 29th day of ~~December~~ ^{November} 2001.


NICHOLAS R. THOMPSON, Incorporator


ROBERT R. McDANIEL, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, the undersigned authority in and for the said State and County, personally appeared NICHOLAS R. THOMPSON, who is () personally known or who has () produced _____ as identification and known to be the person described herein and who freely and voluntarily subscribed and acknowledged before me according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and official seal in the State and County aforesaid this 29 day of ~~December~~ November 2001.


NOTARY PUBLIC, State of Florida



Sylvia G. Soils
MY COMMISSION # CC833703 EXPIRES
May 5, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, the undersigned authority in and for the said State and County, personally appeared ROBERT R. McDANIEL, II, who is () personally known or who has () produced _____ as identification and known to be the person described herein and who freely and voluntarily subscribed and acknowledged before me according to law that he made and subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and official seal in the State and County aforesaid this 29 day of ~~December~~ November 2001.


NOTARY PUBLIC, State of Florida



Sylvia G. Soils
MY COMMISSION # CC833703 EXPIRES
May 5, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

I, NICHOLAS R. THOMPSON, am familiar with and hereby accept the appointment as Registered Agent for THOMPSON & McDANIEL, P.A. as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WINESS WHEREOF, I have hereunto set my hand and affixed my seal this

29th day of ~~December~~ *November* 2001.


NICHOLAS R. THOMPSON

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AND
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01 NOV 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA