

DELZER & COULTER
ATTORNEYS AT LAW

HARVEY V. DELZER
WAYNE R. COULTER
REBECCA C. BELL

7920 US HIGHWAY 19
PORT RICHEY, FLORIDA 34668

(727) 848-3404
Fax: (727) 847-5344

CHARLES G. EDWARDS
OF COUNSEL

Email: delzer&coultter@sanctum.com

December 14, 2001

Secretary of State
Corporation Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: DELZER, COULTER & BELL, P.A.

100004728871--6
-12/17/01--01076--002
*****78.75 *****78.75

Dear Sir:

Enclosed herewith you will please find the original and one (1) copy of Articles of Incorporation for **DELZER, COULTER & BELL, P.A.**, together with our check in the amount of \$78.75 in payment of the charter tax, filing fees and registered agent designation for a profit corporation.

Kindly return the Certificate of Incorporation and certified copy of the Articles of Incorporation at such time as this professional association is chartered.

Very truly yours,



WAYNE R. COULTER

WRC:lm
Enclosures

FILED
01 DEC 17 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-18-01
WRC

ARTICLES OF INCORPORATION

FOR

DELZER, COULTER & BELL, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, whose name is hereunto subscribed, does hereby execute these Articles of Incorporation for the purpose of organizing a professional association, pursuant to the Statutes of the State providing for the formation, liabilities, rights, privileges and immunities of professional associations.

ARTICLE I

The name of this professional association shall be DELZER, COULTER & BELL, P.A.

ARTICLE II

The principal mailing address and the registered office of said professional association shall be in Pasco County, Florida, which address shall be 7920 U. S. Highway 19, Port Richey, Florida 34668, and WAYNE R. COULTER is hereby designated as the registered agent for service of process for said professional association at the above address.

ARTICLE III

The purpose of this professional association is to establish and operate a law firm for the practice of law, and any allied or related business. This professional association shall not engage in any business other than the rendering of the professional services for which it is specifically organized; provided; however, that no law shall be interpreted to prohibit this professional association from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real

or personal property necessary for the rendering of professional services. The general nature of the business and the objects and purposes proposed by said professional association shall include the following:

1. To conduct its practice of law and to have one or more offices, and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, for the purpose of conducting its law practice.

2. To buy, or otherwise acquire, any law practice adapted to be carried on in connection with the professional association's business, or the promotion of business, together with the good will, rights, property and assets of all kinds hereto pertaining.

3. To contract freely with any person, firm or corporation, private or public, and to carry out and to fulfill contracts of every sort and kind, and to purchase, lease or otherwise acquire, any and all rights, privileges and franchise convenient or profitable to carry on in connection with the purposes or business of this professional association.

4. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures or other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

5. This professional association may utilize and apply its surpluses, earnings or profits authorized by law to be reserved for the purchase or acquisition thereof of its own capital stock from

time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms and conditions as its Board of Directors may determine.

6. To hold, purchase or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of shares of capital and securities created or issued by any other professional association(s), and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

7. That the powers and objects specified in this Certificate of Incorporation, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the professional association.

8. To have and to exercise any and all such other powers convenient, incident to or necessary in the proper conduct of its law practice and such as are granted to professional associations in the State of Florida, either by the terms of this charter, or by law, in express terms of or by implication, and to amend this charter in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

ARTICLE IV

This professional association shall be authorized to issue \$5,000.00 in stock as follows:

COMMON STOCK \$1.00 Par Value \$1.00 Per Share
A total of 5,000 shares.

PREFERRED STOCK No preferred stock.

ARTICLE V

This professional association may begin business with a paid-in capital of \$500.00, which may be in cash or the equivalent value in property.

ARTICLE VI

This professional association shall have perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this professional association shall be one (1); however, this number may be changed from time to time by lawful amendment of the By-Laws, provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VIII

The name and address of the organizer and first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of this professional association, and the laws of the State of Florida, shall hold office for the first year of the professional association's existence or until his successors are elected and have qualified, is as follows:

WAYNE R. COULTER
8980 Crescent Forest Boulevard
New Port Richey, Florida 34654

ARTICLE IX

Any shareholder of this professional association must also be a member of the Florida Bar. Shareholders of this professional association may not sell or transfer their shares in this professional association, except to another professional association, professional limited liability company or individual, each of which must be eligible to be a shareholder of such professional association.

ARTICLE X

The number of shares of common stock subscribed to by the said organizer is as follows:

WAYNE R. COULTER - 1,000 shares

ARTICLE XI

This professional association shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the professional association.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the books of the professional association.

The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effectual until and unless approved by a majority of the stockholders.

ARTICLE XII

These Articles of Incorporation shall become effective as of January 1, 2002.

IN WITNESS WHEREOF, the undersigned organizer and incorporator

has hereunto set his hand and seal this 14th day of December, 2001, for the purpose of forming this professional association under the laws of the State of Florida, and does hereby make and file in the Office of the Secretary of State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

WITNESSES:

Laura J. Myers
LAURA J. MYERS
Elizabeth M. Manoly
ELIZABETH M. MANOLY

Wayne R. Coulter
WAYNE R. COULTER

STATE OF FLORIDA:

COUNTY OF PASCO :

BEFORE ME, the undersigned authority, personally appeared WAYNE R. COULTER, who is personally known, or who provided _____ as identification, and who in my presence, hereunto subscribed his name and signature to the foregoing Articles of Incorporation for DELZER, COULTER & BELL, P.A.

DATED this 14th day of December, 2001.

Laura J. Myers
Notary Public



Laura J. Myers
MY COMMISSION # CC675723 EXPIRES
December 28, 2001
BONDED THRU TROY FAIN INSURANCE, INC

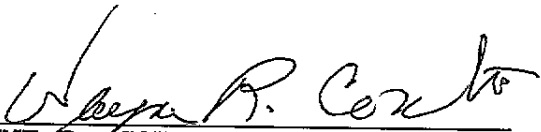
Typed Name of Notary:

LAURA J. MYERS

My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated professional association at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.


WAYNE R. COULTER

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01 DEC 17 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA