

PO1000119461

Law Offices
Boyer, Tanzler & Sussman

210 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202-3380

TYRIE A. BOYER
HERBERT T. SUSSMAN

HANS G. TANZLER, JR.
OF COUNSEL

December 11, 2001

TELEPHONE
(904) 358-3030

FACSIMILE
(904) 634-0036

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

100004727971--5
-12/17/01-01034-018
*****78.75 *****78.75

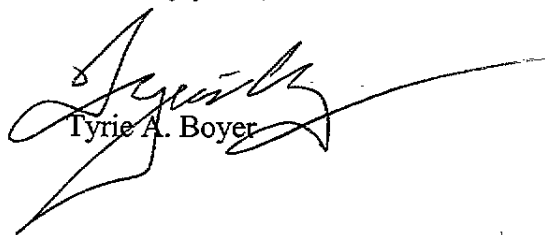
RE: Boyer, Tanzler & Sussman, P.A.

Gentlemen:

Enclosed is the original and three copies of Articles of Incorporation of Boyer, Tanzler & Sussman, P.A., which I request be filed. Also enclosed is a check in the amount of \$78.75 for the filing fee. I understand that this fee also includes a certified copy of the Articles of Incorporation which I request be returned to me at the above address.

Thank you for your attention to this matter.

Sincerely yours,


Tyrie A. Boyer

TAB/cs
Enclosures

FILED
01 DEC 17 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carol GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA accept.
DATE 12/18/01
DOC. EXAM. BM

McKnight Dec 18 2001

ARTICLES OF INCORPORATION
OF
BOYER, TANZLER & SUSSMAN, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and an Attorney at Law duly licensed to render service as such under the laws of the State of Florida, hereby present these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

Boyer, Tanzler & Sussman, P.A.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that an Attorney at Law, duly licensed under the laws of the State of Florida, is authorized to render.

To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

FILED
01 DEC 17 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) shares of common stock at \$10.00 par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 210 East Forsyth Street, Jacksonville, Florida 32202. The Board of Directors may from time to time move the principal office to any other address in Florida. The registered agent at the above address is TYRIE A. BOYER.

ARTICLE VII. DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall always be at least one (1).

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the members of the Board of Directors are:

NAME

ADDRESS

Tyrie A. Boyer

210 East Forsyth Street
Jacksonville, Florida 32202

ARTICLE IX. SUBSCRIBERS

The name and post office address of the sole subscriber of these Articles of Incorporation, an Attorney at Law duly licensed under the laws of the State of Florida to render services as such, is as follows:

NAME

Tyrie A. Boyer

ADDRESS

210 East Forsyth Street
Jacksonville, Florida 32202

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

In the event the ownership of shares of this corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of the Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all of the Stockholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct any business authorized by Chapter 608 of the Florida Statutes except that the corporation shall not conduct a banking institution, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition, provided all of the directors and all of the stockholders sign a written statement manifesting their intention that an amendment of these Articles of Incorporation therein set forth be made and the said written statement is filed in the Office of the Secretary of State in accordance with Florida Statutes.

ARTICLE XI. REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

ARTICLE XII. RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws adopted by a three-fourths (3/4) majority of the stockholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders. The manner and form shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

FILED
01 DEC 17 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII. ADDITIONAL CORPORATE POWERS

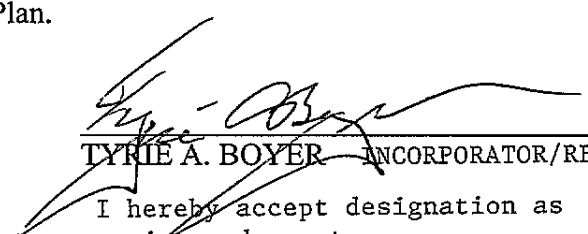
In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the corporation shall have all and singular the following powers:

A. The corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interests, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. The corporation shall have the power to deny to the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issue of any type of stock of this corporation.

C. The corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase, provided, however, the capital of the corporation is not impaired.

D. The corporation shall have the power to enter into, for the benefit of its employees, any one or more of the following: (1) A Pension Plan; (2) A Profit-Sharing Plan; (3) A Stock Bonus Plan; (4) A Thrift and Savings Plan; (5) A Restricted Stock Option Plan; or (6) other Retirement or Incentive Compensation Plan.

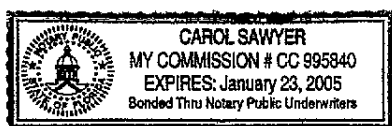

TYRIE A. BOYER INCORPORATOR/REGISTERED AGENT

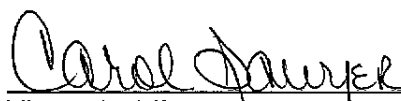
I hereby accept designation as
registered agent.

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared TYRIE A. BOYER, to me known to be the person described as the sole subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 11th
day of December, 2001.




Notary Public