

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : JOHN G. PIERCE, ESQ.
Account Number : I19990000117
Phone : (407)898-4848
Fax Number : (407)898-9321

FLORIDA PROFIT CORPORATION OR P.A.

Pierce and O'Neal, P.A.

Certificate of Status	0
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01 DEC 26 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. McKnight DEC 27 2001

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ARTICLES OF INCORPORATION

OF

PIERCE AND O'NEAL, P.A.

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice law under the laws of the state of Florida, adopt(s) these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621 and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is Pierce and O'Neal, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 800 North Ferncreek Avenue, Orlando, Florida 32803.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

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ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is: 800 North Ferncreek Avenue, Orlando, Florida. The name of the initial registered agent at that address is John G. Pierce.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) member(s). The name(s) and address(es) of the member(s) of the first board of directors are:

Name	Address
John G. Pierce	800 North Ferncreek Avenue Orlando, Florida 32803
Frederic B. O'Neal	800 North Ferncreek Avenue Orlando, Florida 32803

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Name	Address
John G. Pierce	800 North Ferncreek Avenue Orlando, Florida 32803

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a

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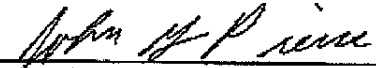
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shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

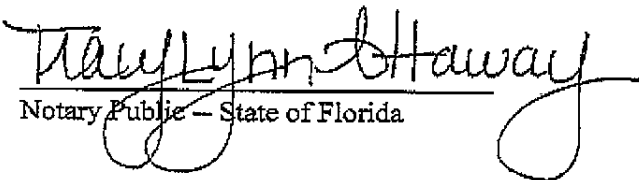
ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on December 26, 2001.


John G. Pierce

Sworn to and subscribed before me
this 26 day of December, 2001
by John G. Pierce who is personally
known to me or has shown
_____ as identification.


Notary Public -- State of Florida



Tracy Lynn Attaway
Commission # CC 982370
Expires Jan. 23, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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STATE OF FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May be served and Names and Addressees of the Officers and
Directors.

The following is submitted, in compliance with
Chapter 48.091, Florida Statutes

Pierce and O'Neal, P.A., a corporation organized under the laws of the State of Florida with its
principal office at 800 North Ferncreek Avenue, Orlando, Florida 32803, has named John G. Pierce,
located at 800 North Ferncreek Avenue, Orlando, Florida 32803, as its agent to accept service of
process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep office open during
prescribed hours; to post my name (and any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some conspicuous place in office as
required by law.


John G. Pierce, Registered Agent

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