

Abel A. Putnam

Attorney at Law

Michelle Oakes Pincket
Abel A. Putnam

P.O. Box 3545, Lakeland, FL 33802-3545
500 South Florida Avenue, Suite 200, Lakeland, FL 33801

Phone: (863) 682-1178
Fax: (863) 683-3700

P01 000121955

December 21, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: *Abel A. Putnam, P.A.*

Gentlemen:

Enclosed herewith for filing please find the original and a copy of Articles of Incorporation with the certificate designating resident agent attached. A check in the amount of \$131.25 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a certified copy of the Articles of Incorporation and your certificate of filing same to my office.

Thank you for your attention and consideration.

Sincerely,


Abel A. Putnam

400004739084--0
-12/26/01--01070--001
****131.25 *****87.50

FILED
01 DEC 26 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

S:\Doc\LY\CORPORAA\PSecState.Jtr.wpd

D. WHITE DEC 28 2001

6

ARTICLES OF INCORPORATION
OF
ABEL A. PUTNAM, P.A.

FILED

01 DEC 26 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME

The name of the professional service corporation is **Abel A. Putnam, P.A.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS OF THE CORPORATION

The address of the principal office of the corporation is 500 South Florida Avenue, Suite 200, Lakeland, Florida 33801, and its mailing address is P.O. Box 3545, Lakeland, Florida 33802-3545.

ARTICLE III

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence effective upon the filing hereof and the issuance of corporate stock, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV

PURPOSE

The corporation is organized for the sole purpose of rendering professional legal services.

ARTICLE V
STOCK

The corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock, which shares shall be a single class. No stock shall be issued to anyone other than a professional corporation, a professional limited liability company, or an individual duly licensed to render legal services.

ARTICLE VI
PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII
BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation. The name and street address of the initial director who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be Abel A. Putnam, 500 South Florida Avenue, Suite 200, Lakeland, Florida 33801.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X
AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator to these articles of incorporation are:

NAME

Abel A. Putnam

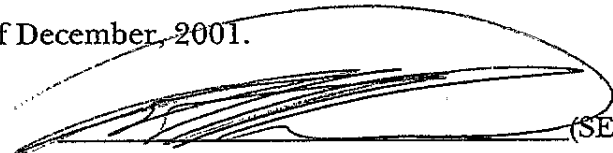
ADDRESS

500 S. Florida Avenue, Suite 200
Lakeland, Florida 33801

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 500 S. Florida Ave., Ste 200, Lakeland, Florida 33801 and the name of the initial registered agent of the corporation at that address is Abel A. Putnam.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 21 day of December, 2001.

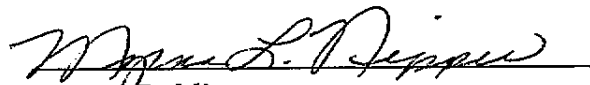

(SEAL)
Abel A. Putnam, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Abel A. Putnam, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal this 21st day of December, 2001, at Lakeland, Florida.

(NOTARIAL SEAL)


Notary Public
State of Florida at Large
My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

FILED

01 DEC 26 PM 2:46

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

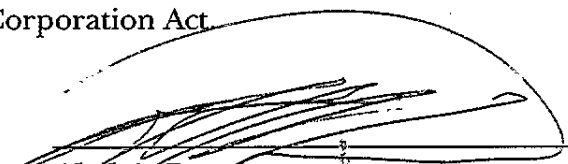
Abel A. Putnam, P.A., with its place of business at 500 South Florida Avenue, Suite 200, Lakeland, Florida 33801, has named Abel A. Putnam, located at 500 South Florida Avenue, Suite 200, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: December 21, 2001.


Abel A. Putnam, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: December 21, 2001.


**Abel A. Putnam
Registered Agent**