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LAW OFFICES
OF
CLIVE N. MORGAN, P.A.
6712 ATLANTIC BOULEVARD
JACKSONVILLE, FLORIDA 32211
(904) 727-9300
FAX (904) 724-8428

LICENSED IN FLORIDA,
GEORGIA & NORTH CAROLINA

April 5, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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*****78.75 *****78.75

Re: MORGAN & FRIEDLINE, P.A.

Dear Sir:

Enclosed herewith you will find an original of the proposed Articles of Incorporation for the above-referenced P.A., which includes the required appointment of Registered Agent and acceptance. Please return the certified copy to the undersigned.

You will also find enclosed herewith a check in the amount of \$78.75 made payable to the Department of State to cover incorporation expenses.

Thanking you for your assistance and attention to this matter and with best regards, I am

Sincerely,



Clive N. Morgan

EFFECTIVE DATE
04-05-02

CNM/nwm
Enclosures

FILED
02 APR -9 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g4/16

ARTICLES OF INCORPORATION
OF
MORGAN & FRIEDLINE, P.A.

FILED
02 APR -9 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, on behalf of Morgan & Friedline, P.A., attorneys duly licensed to render professional services as such in the State of Florida, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is Morgan & Friedline, P.A.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 6712 Atlantic Boulevard, Jacksonville, Florida 32211, and the mailing address of the corporation is 6712 Atlantic Boulevard, Jacksonville, Florida 32211.

ARTICLE III: BUSINESS, OBJECTS OR PURPOSES

EFFECTIVE DATE
04-05-02

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed attorney under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law;

(b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services; and

(c) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V: CAPITAL STOCK

(a) Authorized Capital. The total number of shares that may be issued by the corporation is 5,000 have a par value of \$1.00 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Cumulative Voting. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) Pre-emptive Rights. The holders of shares of stock in this corporation shall be entitled to purchase ratably according to their respective holdings of such stock any shares (voting or nonvoting) of the corporation which are issued or sold for cash, for property or for services, and any purchase warrants or other option rights which may be issued giving the right to purchase such shares of stock for cash, property or services, for the same amount and type of consideration as is determined by the Board of Directors with respect to the particular issues or sale of stock. Any shares offered to shareholders under their pre-emptive rights and not purchased shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such re-offering, the corporation may sell any shares still unsold in any other manner permitted by these articles.

(d) Limitation on Issuance. Each shareholder must be duly licensed or otherwise legally authorized to practice laws in the State of Florida.

(e) Voting Trusts. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6712 Atlantic Boulevard, Jacksonville, Florida 32211, and the name of the initial registered agent of this corporation at that address is Clive N. Morgan.

ARTICLE VII: BOARD OF DIRECTORS

(a) Number and Qualification. There shall be a Board of Directors for this corporation which shall consist of not less than one (1) member, the number of the same to be fixed by the corporate bylaws. Each of the directors shall be of full age and shall be duly licensed or otherwise legally authorized to practice law in the State of Florida. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any directors from office at any time with or without cause.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

Clive N. Morgan

6712 Atlantic Boulevard
Jacksonville, FL 32211

Rodger J. Friedline

1756 University Boulevard South
Jacksonville, FL 32216

ARTICLE IX: TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE X: RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the shareholders or between the shareholders and the corporation, provided such contract is filed with the Board of Directors of the corporation. The form, terms and conditions of any such regulatory or restrictive bylaws or contract shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XI: BYLAWS

(a) Adoption of Bylaws. The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaws or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the shareholders. No bylaw which has been altered, amended or adopted by such a vote of the shareholders may be altered, amended or repealed by vote of the directors.

(b) Scope of Bylaws. The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XII: AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE XIII: INCORPORATOR

The name and address of the incorporator of this corporation are:

Clive N. Morgan

6712 Atlantic Boulevard
Jacksonville, FL 32211

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation in Jacksonville, Florida, for the foregoing uses and purposes this 5th day of April, 2002.

Clive N. Morgan
Clive N. Morgan

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Morgan & Friedline, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Clive N. Morgan, located at 6712 Atlantic Boulevard, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 5th day of April, 2002.



Clive N. Morgan
(Registered Agent)

FILED
02 APR -9 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA