

James Harvey Tipler
(AL, FL, CA)

Frank J. Tipler, Jr.
(1917-1998)

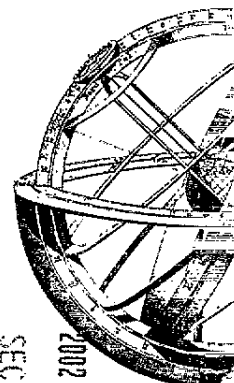
Mal Stanley Duncan
Of Counsel
(GA, CA, AL)

THE TIPLER LAW FIRM

• ALABAMA • FLORIDA • GEORGIA • CALIFORNIA • ENGLAND •

A Professional Corporation

www.TIPLERLAW.com



P02000060961

April 3, 2002

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

Re: The Practice, P. A.

Gentlemen:

200005195902--9
-04/05/02--01064--001
*****122.50 *****78.75

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed to cover the cost of placing this corporation on record.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

James Harvey Tipler

JHT/lkm

Enclosures

W02-10323

06-163-02

THE TIPLER BUILDING
P.O. DRAWER 1397
ANDALUSIA
ALABAMA 36420
TEL (334) 222-4148
FAX (334) 222-4086

348 MIRACLE STRIP PKWY
SUITE 18
FT. WALTON BEACH
FLORIDA 32548
TEL (850) 664-0600
FAX (850) 664-6990

GARLAND LAW BLDG.
3151 MAPLE DR., N.E.
ATLANTA
GEORGIA
30305
TEL (404) 372-6597

8224 BLACKBURN AVE.
SUITE 100
LOS ANGELES
CALIFORNIA
90048-4216
TEL (323) 651-3890

31 BEDFORD SQUARE
LONDON
WC1B 3SG
ENGLAND
TEL 44-071-323-2722
tipler.law@virgin.net



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 12, 2002

THE TIPLER LAW FIRM
ATTN: JAMES HARVEY TIPLER
348 MIRACLE STRIP PKWY STE 18
FT. WALTON BEACH, FL 32548

SUBJECT: THE PRACTICE, P.A.
Ref. Number: W02000010323

We have received your document for THE PRACTICE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 402A00021800



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 26, 2002

THE TIPLER LAW FIRM
ATTN: JAMES HARVEY TIPLER
348 MIRACLE STRIP PKWY STE 18
FT. WALTON BEACH, FL 32548

SUBJECT: THE PRACTICE, P.A.
Ref. Number: W02000010323

We have received your document for THE PRACTICE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Bylaws are not filed with this office. Please retain them for your records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 402A00025569



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 8, 2002

THE TIPLER LAW FIRM
ATTN: JAMES HARVEY TIPLER
348 MIRACLE STRIP PKWY STE 18
FT. WALTON BEACH, FL 32548

SUBJECT: THE LAW PRACTICE, CHARTERED
Ref. Number: W02000010323

We have received your document for THE LAW PRACTICE, CHARTERED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 002A00028734

Articles of Incorporation

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is The Law Practice of James H. Tipler, P. A.
2. **Principal Office/Mailing Address.** The principal office/ mailing address of the corporation is:

The Law Practice of James H. Tipler, P. A.
4460 Legendary Drive, Suite 190
Destin, FL 32541-5380.
3. **Specific Purpose.** The purpose of the corporation is to engage in the practice of law.
4. **Shares.** The corporation is authorized to issue one hundred (100) shares, all of one class, at One Dollar (\$1.00) par value.
5. **Initial Director.** The name and address of the original director is:

James Harvey Tipler, President
4460 Legendary Drive, Suite 190
Destin, FL 32541-5380.
6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent of the corporation is:

James Harvey Tipler
The Law Practice of James H. Tipler, P. A.
4460 Legendary Drive, Suite 190
Destin, FL 32541-5380.
7. **Incorporator.** The name and address of the Incorporator is

James Harvey Tipler
The Law Practice of James H. Tipler, P. A.
4460 Legendary Drive, Suite 190
Destin, FL 32541-5380.
8. **Shareholder Quorum and Voting.** At least fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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shareholders.

9. **Pre-emptive Rights.** Each shareholders of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of share by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

10. **Greater Voting Requirements for Shareholders.** The affirmative vote of seventy-five percent (75%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers, sale of assets and dissolution.

11. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote, unless there shall be more than two (2) directors, in which case any above-described alterations shall be effective by a majority vote.

12. **Director Quorum and Voting.** Both directors shall be required to constitute a quorum for a meeting of the directors of this corporation, unless there shall be more than two directors, in which case a quorum shall constitute of a majority of the directors. If a quorum is present, the affirmative vote of both directors present shall be the act of the Board of Directors, unless there shall be more than two directors, in which case a majority vote shall be the act of the Board of Directors.

13. **Meetings by Conference Telephone.** Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

14. **Informal Action of Directors and Shareholders.** If the required number of directors/shareholders consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

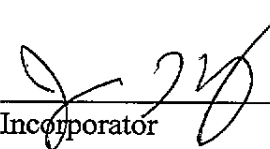
15. **Indemnification.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

16. **Directors' Authority to Fix Compensation.** The Directors shall have authority

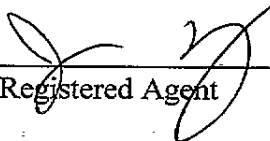
to fix the officers' compensation.

17. **Voting Lists.** The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of each shareholder and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, or at the office of the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of May, 2002.


Incorporator

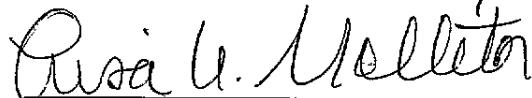
I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent

STATE OF Alabama
COUNTY OF Covington

BEFORE ME, the undersigned authority, personally appeared James Harvey Tipler, who is known to me to be one of the persons who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of May, 2002.


Notary Public

My Commission Expires: 1-8-2006