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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Samuel G Sheets and Assoc., P.A.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials BM 6/27

ARTICLES OF INCORPORATION  
OF  
SAMUEL G. SHEETS AND ASSOCIATES, P.A.

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The undersigned, acting as incorporator of SAMUEL G. SHEETS AND ASSOCIATES, P.A., under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

SAMUEL G. SHEETS AND ASSOCIATES, P.A.

ARTICLE II. PURPOSE

The sole and specific purpose of this 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 architect 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 architecture;

(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.

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

ARTICLE III. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

1804 South Florida Avenue, Lakeland, Florida 33803

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1804 South Florida Avenue, Lakeland, Florida 33803 as the street address of the initial registered office of the corporation and names SAMUEL G. SHEETS the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is SAMUEL G. SHEETS.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
SAMUEL G. SHEETS	1804 South Florida Avenue Lakeland, Florida 33803

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in

the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

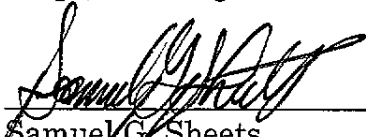
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on June 26, 2002.

  
\_\_\_\_\_  
Samuel G. Sheets  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: June 26, 2002

  
\_\_\_\_\_  
Samuel G. Sheets  
Registered Agent

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