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Larry D. Hardaway, Esquire
P.O. Box 1066
Bartow, FL 33831-1066

(Address)

(City/State/Zip/Phone #)

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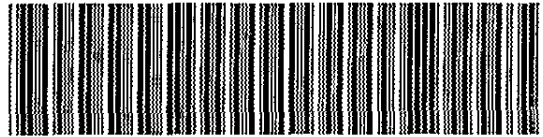
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ARTICLES OF INCORPORATION

OF

LARRY D. HARDAWAY & ASSOCIATES, P.A.

THE UNDERSIGNED subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights, privileges, benefits, and obligations conferred and composed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

The name of the corporation shall be: LARRY D. HARDAWAY & ASSOCIATES, P.A.

The principal office and mailing address is 310 East Main Street, Bartow, Florida 33830.

ARTICLE II - DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSES AND POWERS

This corporation is organized for the following purposes:

A. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

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B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

C. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, and may be paid in whole or in part by cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each holder of common stock of this Corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of common stock of this Corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right shall be deemed waived by any holder of common stock who does not exercise it and pay for the stock

preempted within thirty (30) days of receipt of a notice in writing from the Corporation inviting him to exercise the right.

ARTIVLE VI - PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the Corporation in the State of Florida is 310 East Main Street, Bartow, Florida 33830. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other places or places within or without the State of Florida as it may designate.

ARTICLE VII - REGISTERED OFFICE; REGISTERED AGENT

The street address of the Corporation's initial ^{Principal}~~registered~~ office in this State is 310 East Main Street, Bartow, Florida 33830. The initial Registered Agent of this Corporation and the address of the Registered Agent of the Corporation shall be as follows:

Larry D. Hardaway
3583 Raintree Circle
Lakeland, Florida 33803

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) Director, initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws. The name and address of the initial Directors of this Corporation are:

Larry D. Hardaway
3583 Raintree Circle
Lakeland, Florida 33803

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Larry D. Hardaway

3583 Raintree Circle
Lakeland, Florida 33803

The Incorporator of these Articles of Incorporation hereby assigns to this Corporation any and all of his rights under Section 607.0202, Florida Statutes to constitute a corporation.

ARTICLE X - AMENDMENTS

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 law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS THEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal, effective this the 8th day of November 2002, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


LARRY D. HARDAWAY
Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th day of November 2002 by LARRY D. HARDAWAY, who is personally known to me or who has produced _____ as identification.



Pagan Lee Taylor
Pagan Lee Taylor
Notary Public, State of Florida

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That LARRY D. HARDAWAY & ASSOCIATES, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Bartow State of Florida, has named the following as its agent to accept service of process within the State of Florida:

Larry D. Hardaway
3583 Raintree Circle
Lakeland, Florida 33803

LARRY D. HARDAWAY & ASSOCIATES,

BY: Larry D. Hardaway
LARRY D. HARDAWAY
Director

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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 to the proper and complete performance of my duties.

Larry D. Hardaway
LARRY D. HARDAWAY
Registered Agent