

ST. ARNOLD & STEARNS
CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.
James R. Stearns, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

PD2000123250

October 17, 2002

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

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

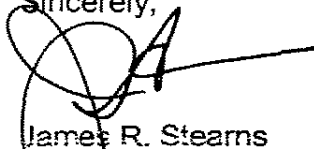
RE: James R. Stearns, P.A.

Dear Sir/Madam:

Enclosed for filing please find the originals and one copy of the Articles of Incorporation for the above-referenced professional service corporation. I have enclosed our firm's check in the amount of \$78.75 for the filing fee and one certified copy of the Articles of Incorporation, as well as a self-addressed stamped envelope for return of same.

If anything further is needed, or should you have any questions, please do not hesitate to contact my office.

Sincerely,


James R. Stearns

JRS/jk
Enclosures

FILED
02 NOV 19 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-30364



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 22, 2002

JAMES R STEARNS ESQ
1370 PINEHURST RD
DUNEDIN, FL 34698

SUBJECT: JAMES R. STEARNS, P.A.
Ref. Number: W02000030364

We have received your document for JAMES R. STEARNS, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 202A00058357

FILED
02 NOV 19 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JAMES R. STEARNS, P.A.**

The undersigned subscriber of these Articles of Incorporation, being duly licensed as an attorney to practice law under the laws of the State of Florida, and acting here as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Florida Statutes Chapters 607 and 621, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the professional service corporation is JAMES R. STEARNS, P.A.

ARTICLE II. LOCATION

The principal office of the professional service corporation is located at 1370 Pinehurst Road, Dunedin, FL 34698.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law, including all of its fields, as are lawfully engaged in by attorneys authorized to practice law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bond or other types of investment permitted by law, and to own real property or personal property necessary for the rendering of professional services, and to further do everything necessary and proper in accomplishing the purposes set forth herein and to do anything incidental thereto which is lawful under the laws of the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares that the professional service corporation has authority to issue is 7,500 shares, all of which shall be common shares with a par value of \$10.00 per share. Shares and certificates of the corporation's stock shall be issued only to attorneys duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1370 Pinehurst Road, Dunedin, Florida. The name of the initial registered agent at that address is James R. Stearns.

ARTICLE VII. DIRECTORS/OFFICERS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member. The name and address of the member of the first Board of Directors is:

JAMES R. STEARNS	1370 Pinehurst Road Dunedin, FL 34698
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The name and address of the initial Officer of the corporation is:

JAMES R. STEARNS, President/Secretary	1370 Pinehurst Road Dunedin, FL 34698
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ARTICLE VIII. SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation as a subscriber is:

JAMES R. STEARNS, President of St. Arnold & Stearns, Chartered	1370 Pinehurst Road Dunedin, FL 34698
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ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a

shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's share of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607 and Chapter 621, Florida Statutes.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT

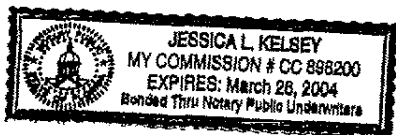
The corporation reserves the right to amend or repeal any provision in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on the 15 day of November, 2002.

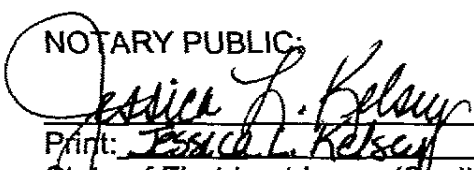

JAMES R. STEARNS, President of
St. Arnold & Stearns, Chartered

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared JAMES R. STEARNS as President of St. Arnold & Stearns, Chartered, known to me to be the person named above and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein set forth.

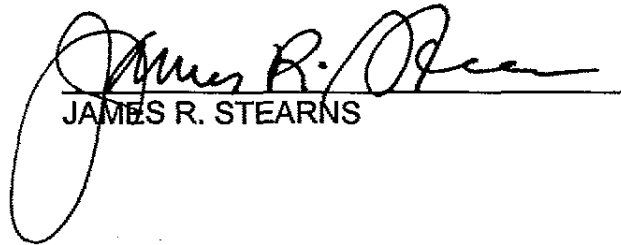


NOTARY PUBLIC:


Print: Jessica L. Kelsey
State of Florida at Large (Seal)
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated professional service 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.


JAMES R. STEARNS

FILED
02 NOV 19 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA