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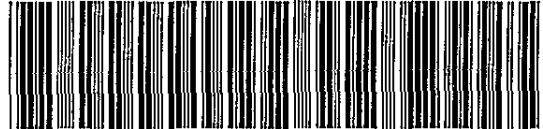
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 DEC 17 PM 4:35

12-19-02

Dennis R. Long
Beth S. Wilson
Warren A. Wilson III

Colleen Bratcher



W W L
ATTORNEYS

Wilson, Wilson & Long, P.A.
31608 U.S. Hwy 19 North
Palm Harbor, FL 34684

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December 12, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: **COLLEEN BRATCHER, P.A.**

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-named professional corporation, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Please note that the effective date for this corporation is January 1, 2003. Also enclosed is a check in the amount of \$122.50 to cover the following fees:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copy

Please certify the enclosed copy of the Articles of Incorporation and return the same to me.

Thank you very much for your cooperation in this matter.

Very truly yours,

Colleen Bratcher

CB:sms
Enclosures

ARTICLES OF INCORPORATION
OF
COLLEEN BRATCHER, P.A.

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DIVISION OF CORPORATIONS
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The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **COLLEEN BRATCHER, P.A.**

ARTICLE II - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render the professional services of an attorney within the State of Florida.

ARTICLE III - CAPITAL STOCK AND PREEMPTIVE RIGHTS

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	<u>Class of Stock</u>
10,000	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the shareholders otherwise agree. Shares of the corporation's stock and certificates shall be issued only to an attorney in good standing and duly licensed or otherwise legally authorized with the State of Florida to render the same professional services as this corporation.

ARTICLE IV - BYLAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the

Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE V - DURATION

This corporation shall commence its existence on January 1, 2003 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI- REGISTERED OFFICE AND AGENT

The initial address of the registered office of this corporation shall be at 31608 U.S. Highway 19 North, Palm Harbor, Florida, with the privilege of having its offices and branch offices at other places within or without the State of Florida, and the name of its initial registered agent at such address is COLLEEN BRATCHER.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business, and the mailing address, for this corporation is 31608 U.S. Highway 19 North, Palm Harbor, Florida 34684.

ARTICLE VIII - COMMITTEES

To the fullest extent allowable by law, the Board of Directors may establish committees of directors consisting of two (2) or more persons, and the directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committees.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall be one. The number of directors may be increased or decreased from time to time by a resolution of the shareholders but shall never be less than one. The name and address of the person sworn to serve as director until the first annual meeting of shareholders or until her successor is elected and qualified is:

Name

Address

COLLEEN BRATCHER

31608 U.S. Highway 19 North
Palm Harbor, FL 34684

ARTICLE X - APPLICABLE LAWS

The corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

COLLEEN BRATCHER

31608 U.S. Highway 19 North
Palm Harbor, FL 34684

ARTICLE XII - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act 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, or are directors or officers of, such 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/she or such firm 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/she were not such director or officer of such other corporation, or not so interested.

ARTICLE XIII - CORPORATION AND SHAREHOLDER DEBT

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE XIV - INDEMNIFICATION

This corporation shall indemnify and insure any officer or director, or any former officer or director, to the fullest extent permitted by law either now or hereafter.

ARTICLE XV - INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting

forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XVI - INFORMAL DIRECTOR ACTION

If all of the directors, severally or collectively, 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 if it had been authorized at a meeting of the Board of Directors.

ARTICLE XVII - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay her all amounts owing and lawfully due to her by the corporation, except that such shares shall not be entitled to dividends.

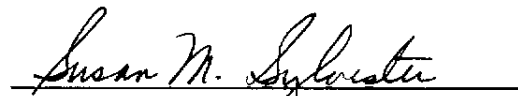
IN WITNESS WHEREOF, the undersigned, being the original subscriber and incorporator, has executed these Articles of Incorporation this 12th day of December, 2002.


COLLEEN BRATCHER

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared COLLEEN BRATCHER, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 12th day of December, 2002.


Notary Public



Susan M. Sylvester
MY COMMISSION # CC917224 EXPIRES
May 6, 2004
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statute 48.091, **COLLEEN BRATCHER, P.A.**, desiring to organize a professional corporation under the laws of the State of Florida, hereby designates COLLEEN BRATCHER, located at 31608 U.S. Highway 19 North, Palm Harbor, Florida, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 2, 2002


COLLEEN BRATCHER

s-c:corp\regagent

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SECRETARY OF STATE
COLLEEN BRATCHER
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