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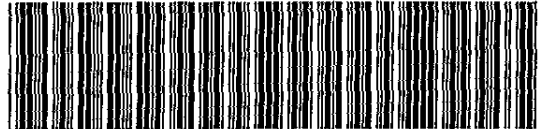
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TALLAHASSEE, FLORIDA

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Winter Haven, FL 33880

Teresa A. Nightingale

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May 22, 2003

Florida Department of State
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314


RE: Michelle R. Donahue, P.A.

Dear Sir or Madam:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Incorporation, together with my check in the amount of \$78.75.

Thank you for your assistance in this matter.

Sincerely,



Michelle R. Donahue

MRD:dn
Enclosures

**ARTICLES OF INCORPORATION
OF
MICHELLE R. DONAHUE, P.A.**

The undersigned incorporator who is licensed to practice the profession of law in the State of Florida, hereby forms a professional corporation in accordance with the Florida Professional Service Corporation Act and hereby adopts the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation is **MICHELLE R. DONAHUE, P.A.**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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 to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- 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.

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 fully authorized to practice law in the State of Florida.

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The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerated or special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The Corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VI

The street address of the principal office of this Corporation is: 545 Avenue K, S.E., Winter Haven, Florida 33880, and the name and address of the initial registered agent is MICHELLE R. DONAHUE, 545 Avenue K, S.E., Winter Haven, Florida 33880.

ARTICLE VII

There shall be a board of directors of this Corporation, which shall consist of not less than one nor more than five members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be

stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this Corporation or until an election is held by the stockholders for the election of permanent directors or until their successors have been duly elected and qualified:

Michelle R. Donahue – President, Secretary/Treasurer
545 Avenue K, S.E.
Winter Haven, FL 33880

ARTICLE IX

The name and street address of the incorporator of these Articles of Incorporation is: MICHELLE R. DONAHUE, 545 Avenue K, S.E., Winter Haven, Florida 33880.

ARTICLE X

No contract or other transaction between this Corporation and any other Corporation and other contract or transaction of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are peculiarly or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this Corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum of 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 were not such officer or director of such other corporation or member of such firm or not so interested.

ARTICLE XI

A. The power to adopt the By-Laws of this Corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any By-Laws are amended hereto as adopted by the Board of Directors, may be altered, amended or repealed by vote of two-thirds of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by a vote of the stockholders. No By-Laws which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

B. The By-Laws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

ARTICLE XII

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XIII

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the remaining shareholders in proportion to their prorata ownership of the Corporation. In the event of a proposed sale, the price offered to the remaining stockholders shall be the same price and terms offered to the prospective purchaser. In the event of assignment, pledge, encumbrance or other disposition, the price offered to the remaining shareholders shall be the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the remaining stockholders, shall remain open for acceptance by the remaining stockholders for a period of fifteen days from the date of mailing. If the remaining stockholders fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his/her shares as he/she may see fit.

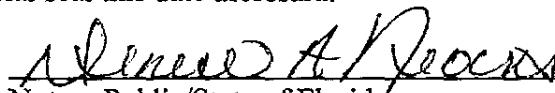
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated therein.


MICHELLE R. DONAHUE

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, on this 2nd day of May, 2003,
personally appeared MICHELLE R. DONAHUE, who is personally known to me or who
has produced N/A as identification and who acknowledge to me that she executed the
same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this date aforesaid.


Notary Public/State of Florida
My Commission expires:



Denise A. Nevins
MY COMMISSION # CC859316 EXPIRES
August 27, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - - **MICHELLE R. DONAHUE, P.A.**, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of **Winter Haven**, State of **Florida**, has named, **MICHELLE R. DONAHUE**, located at **545 Avenue K, S.E., Winter Haven, Florida 33880**, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT: (Must be signed by Registered Agent)

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


MICHELLE R. DONAHUE
Registered Agent

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