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GARDNER SHAHEEN TAMPA GO

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Division of Corporations

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Merritt A. Gardner, P.A.

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ARTICLES OF INCORPORATION
OF
MERRITT A. GARDNER, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby, makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Merritt A. Gardner, P.A.

ARTICLE II

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

(a) To engage solely and specifically in the business of carrying on the general practice of law.

(b) To invest in real estate, mortgage, stocks, bonds or any other type of investments.

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(c) To own real and personal property necessary for the rendering of the above professional services.

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

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid and nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such

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shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons (who are qualified to be stockholders) as the Board of Directors may determine.

ARTICLE IV

Capital To Begin Business

The amount of Capital with which this corporation will begin business will be One Thousand Dollars (\$1,000.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Principal Office

The principal office of this corporation shall be located at 847 San Carlos Avenue, N.E., St. Petersburg, Florida 33702, which shall also be its mailing address, but this corporation shall have the power to relocate its principal office and mailing address, and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

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ARTICLE VII

First Board of Directors

The name and street address of the sole member 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 his successors have been duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Merritt A. Gardner	847 San Carlos Avenue, N.E. St. Petersburg, Florida 33702

ARTICLE VIII

Incorporator

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

<u>Name</u>	<u>Address</u>
Merritt A. Gardner	847 San Carlos Avenue, N.E. St. Petersburg, Florida 33702

ARTICLE IX

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 847 San Carlos Avenue, N.E., St. Petersburg, Florida 33702, and the initial registered agent of this corporation at such office shall be Merritt A. Gardner. This corporation shall have the

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right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE X

By-laws

(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-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law 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 this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserved the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter

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prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, Merritt A. Gardner has executed these Articles for the uses and purposes herein stated.

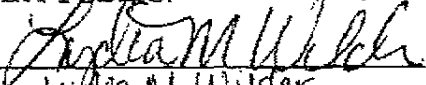

Merritt A. Gardner

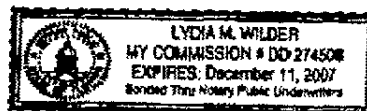
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 26th day of September, 2006, personally appeared Merritt A. Gardner, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

NOTARY PUBLIC:

Sign: 
Print: Lydia M Wilder
State of Florida at Large
My Commission Expires:



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

MERRITT A. GARDNER, having been named as registered agent to accept service of process for MERRITT A. GARDNER, P.A., a Florida corporation, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

847 San Carlos Avenue, N.E.
St. Petersburg, Florida 33702

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 26th day of September, 2006.


MERRITT A. GARDNER

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TALLAHASSEE, FLORIDA

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