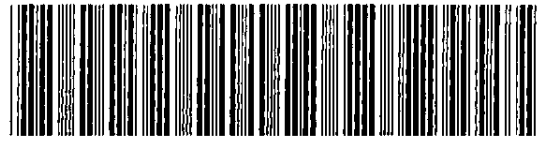


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SWAINE, HARRIS & SHEEHAN, P. A.

ATTORNEYS AT LAW

BERT J. HARRIS, III
J. MICHAEL SWAINE
J. TIMOTHY SHEEHAN
KIMBERLY L. SAPP
ROBERT S. SWAINE
SCOTT R. LECONY

425 SOUTH COMMERCE AVENUE
SEBRING, FL 33870-3702

(863) 385-1549

FAX: (863) 471-0008

401 DAL HALL BLVD.

LAKE PLACID, FL 33852-6561

(863) 465-2811

FAX: (863) 465-6999

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June 3, 2008

tim@heartlandlaw.com

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Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

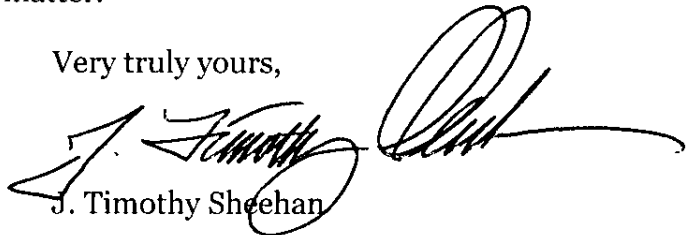
RE: SHEEHAN & CELAYA, P.A.

Dear Sir/Madam:

Please find enclosed original Articles of Incorporation for Sheehan & Celaya, P.A., a professional corporation, together with my check in the amount of \$70.00 to cover the cost of the filing fee. I would appreciate your filing same and forwarding the verification from the Department of State as to said filing to 401 Dal Hall Boulevard, Lake Placid, Florida 33852. A stamped self-addressed envelope is enclosed for your mailing convenience.

Thank you for your assistance in this matter.

Very truly yours,


J. Timothy Sheehan

JTS/gl
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHEEHAN & CELAYA, P.A.,
a professional corporation**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as sole Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporations and Limited Liability Companies Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of this corporation shall be SHEEHAN & CELAYA, P.A.

ARTICLE II: PURPOSES

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

- (a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, or mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.
- (b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

- (c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- (d) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.
- (e) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.
- (f) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.
- (g) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.
- (h) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, as presently enacted and as may be amended or superseded by any other statute.

ARTICLE III: CAPITAL STOCK

- (a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share par value.
- (b) Shares of the Corporation's stock and certificates shall be issued only to officers, employees and agents of the Corporation duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV: DURATION

The term of the Corporation is perpetual and shall commence as of date of filing.

ARTICLE V: REGISTERED AGENT

The address of this Corporation's initial registered office is 300 Dal Hall Boulevard, Lake Placid, Florida 33852 and the name of its initial registered agent at such address is J. TIMOTHY SHEEHAN.

ARTICLE VI: INCORPORATOR

The name and address of the sole incorporator is as follows:

NAME:

J. TIMOTHY SHEEHAN

ADDRESS:

3200 Placid View Drive
Lake Placid, Florida 33852

ARTICLE VII: BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of not more than five (5) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The name and address of the Directors of this Corporation are:

NAME:

J. TIMOTHY SHEEHAN

ROBERTO P. CELAYA

ADDRESS:

3200 Placid View Drive
Lake Placid, Florida 33852

120 Autumn Terrace
Lake Placid, Florida 33852

ARTICLE VIII: 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 though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: ADDRESS

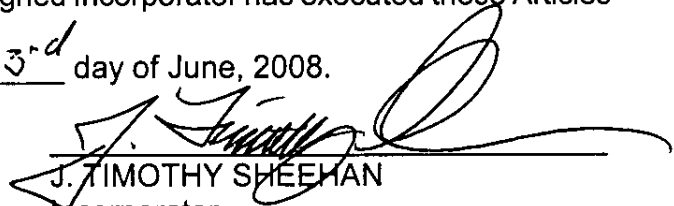
The mailing address for the Corporation is 300 Dal Hall Boulevard, Lake Placid, Florida 33852.

The street address of the principal office of the corporation is 300 Dal Hall Boulevard, Lake Placid, Florida 33852.

ARTICLE XI: ELECTION


The Corporation elects to be governed by the provisions of the Florida Professional Service Corporations and Limited Liability Companies Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 3rd day of June, 2008.

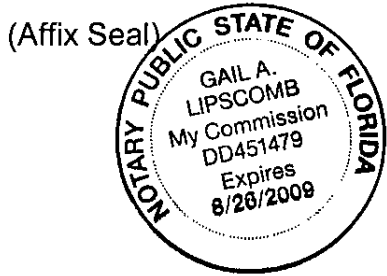

J. TIMOTHY SHEEHAN
Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 3rd day of June, 2008, by J. TIMOTHY SHEEHAN, who is [] personally known to me, or who has [] produced his _____ as identification and who did not take an oath

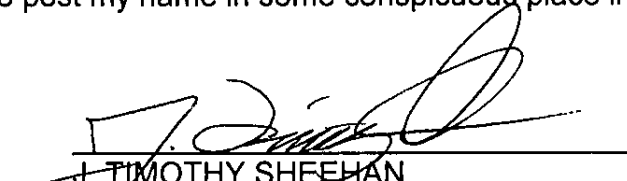


GAIL A. LIPSCOMB
Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE

I agree as registered agent to accept service of process, to keep the registered office open during prescribed hours, and to post my name in some conspicuous place in the office as required by law.



J. TIMOTHY SHEEHAN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA