

P94000007650

LANDT, WIECHENS, TROW & LaPEER

A Partnership Including Professional Associations

FREDERICK E. LANDT, III
EUGENE A. WIECHENS, P.A.
Eugene A. Wiechens
CHESTER J. TROW, P.A.
Chester J. Trow
LaPEER & WHEELER, P.A.
Russell W. LaPeer*
Robert R. Wheeler

ATTORNEYS AT LAW
POST OFFICE BOX 2045
OCALA, FLORIDA 34478

OCALA OFFICE:
445 N.E. 8TH AVENUE
OCALA, FLORIDA 34470
Telephone (352) 732-8922
Telecopier (352) 732-1162

BELLEVIEW OFFICE:
5709 S.E. ABSHIER BLVD.
BELLEVIEW, FLORIDA
Telephone (352) 245-5184
Telecopier (352) 245-9808

April 1, 1997

* Board Certified Civil Litigation and
Business Litigation
Also Admitted to District of Columbia
Certified Mediator

State of Florida
Secretary of State
Division of Corporations,
Amendment Section
Post Office Box 6327
Tallahassee, FL 32314

200002135752--R
-04/08/97--01018--005
*****43.75 *****43.75

Re: LaPeer and Wheeler, P.A.

Dear Sir:

Enclosed is a copy of the Amended Articles of Incorporation for LaPeer & Wheeler, P.A., resulting in a name change of the corporation to Russell W. LaPeer, P.A. Also enclosed is our check in the amount of \$43.75, to pay for the filing of these Amended Articles of Incorporation, and the certificate of status confirming the filing.

If there is anything else you require in connection with this, please let us know and we will supply it immediately.

Yours sincerely,

Russell W. LaPeer

Russell W. LaPeer
For the Firm

RWL:am
Enclosure: Check
Amended Articles of Incorporation

FILED
97 APR -7 AM 8:48
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

SH 4/11
Amend
& NC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LaPEER & WHEELER, P.A.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I
Article VI
Article VII
Article VIII

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FILED
97 APR -7 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 APR -7 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

of

LaPEER & WHEELER, P. A.

The undersigned incorporator is a natural person and competent to contract for purposes of forming a professional service Corporation, and is admitted to practice law as an attorney, under the laws of the State of Florida.

ARTICLE I

NAME: Pursuant to resolution of the Shareholders and Directors of the Corporation on March 3, 1997, the name of this Corporation shall be changed to Russell W. LaPeer, P.A., and its principal place of business shall be 2605 S.E. 15th Street, Ocala, Florida 34471.

ARTICLE II

DURATION: This Corporation shall have a perpetual existence.

ARTICLE III

PURPOSE & NATURE OF BUSINESS: The nature of the business to be transacted by this professional service Corporation is to render professional legal services to the general public and to do all things in connection therewith that are customarily done by licensed attorneys under the laws of the State of Florida; in accordance with the Professional Service Corporation Act of Florida; and in accordance with the Rules of Professional Conduct Regulating Lawyers of the Florida Bar.

This Corporation is organized for the following purposes:

1. To transact and perform legal services and legal work as its lawful business, including all things that are customarily done by attorneys in connection with

providing legal services;

2. To limit the liability of the shareholders of this Corporation so that the personal liability of the shareholders shall be no greater in any respect than that of a shareholder-employee of a Corporation organized under Chapter 607, Florida Statutes;

3. To invest funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services;

4. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment hereto, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other Corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation to such extent as a Corporation organized under chapter 621, Florida States may now or hereafter lawfully do;

5. To purchase and acquire at the option of the Corporation any and all of its shares owned and held by any such shareholder as he should desire to sell, transfer or otherwise dispose of his share in accordance with the By-Laws adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchase; provided the capital of this Corporation is not impaired;

6. To purchase and acquire, at the option of the Corporation, the share owned and held by any shareholder who dies, in accordance with the By-Laws adopted

by the shareholder of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired;

7. To enter into, at the option of the Corporation, for the benefit of its employees, one or more of the following:

- a. a pension plan;
- b. a profit sharing plan, if such a plan is not otherwise prohibited by the ethical rules and restraints governing the Profession;
- c. a stock bonus plan;
- d. a thrift and savings plan;
- e. a restricted stock option plan; or
- f. other retirement or incentive compensation plans.

8. To exercise all other lawful powers not inconsistent with the items specifically enumerated above, since none of them individually, or together, is or shall be deemed to be an exclusive recitation of the powers, purposes, and objectives of the Corporation.

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which the Corporation shall have to issue is 5 shares of common stock, with a par value of \$10.00 per share. The total number of authorized shares shall have an aggregate par value of \$50.00. Each share of authorized stock which is initially sold shall be fully paid for before the Corporation begins transaction of business.

ARTICLE V

REGISTERED AGENT AND OFFICE: The name of the registered agent of the Corporation is Russell W. LaPeer, 2605 S.E. 15th Street, Ocala, Florida 34471.

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the Corporation shall be vested in a Board of Directors of not less than one, nor more than three, members as provided by the By-Laws of the Corporation. The Board of Directors shall be elected by the stockholders of the Corporation at the regular meeting of those stockholders.

If state law so provides that upon the unanimous written agreement of all the stockholders of the Corporation, the above-described Board of Directors may be divested of its power to manage and control this Corporation; said power may, pursuant to shareholder agreement, be vested in the shareholders of the Corporation. If state law does not otherwise prescribe, then upon a majority vote of the shares of stock in the Corporation, the above-described Board of Directors may be divested of its power to manage and control this Corporation; said power may, pursuant to shareholder agreement, be vested in the shareholders of the Corporation.

If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the Corporation for purposes of applying applicable state law. The name and address of the first Director, who shall hold office until his successor is duly elected and qualified, is:

Russell W. LaPeer 2605 S.E. 15th Street,
Ocala, Florida 34471.

ARTICLE VII

OFFICERS: The Board of Directors, at its meeting on September 30, 1996, elected the following persons to hold the below-designated offices:

President/Secretary
Vice President/Treasurer

Russell W. LaPeer
2605 S.E. 15th Street,
Ocala, Florida 34471

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the Corporation is Russell W. LaPeer, 2605 S.E. 15th Street, Ocala, Florida 34471.

ARTICLE IX

AUTHORITY TO INCREASE CAPITAL STOCK: The capital stock authorized may be increased by majority vote of the stockholders at any regular or special meeting called for that purpose by the adoption of an amendment to these articles.

ARTICLE X

LIMITATIONS ON CORPORATE STOCK: No one other than an individual who is duly licensed to practice law as an attorney under the laws of the State of Florida; or another professional service Corporation organized by, and consisting of, attorneys licensed to practice law under the state of Florida, and existing for the purpose of performing legal services, may own any corporate stock of this Corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock in this Corporation.

If any officer, director, shareholder, agent or employee of this Corporation who has

been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, the Corporation; and he shall dispose of his stock in the Corporation either by a sale or transfer that is in accordance with the conditions set forth below, or by tendering it to the Corporation which shall redeem it at such value as the stockholders shall determine to be fair and appropriate. In the event of the death of any officer, director, shareholder, agent or employee who has been rendering professional legal services, his stock in the Corporation shall be disposed of by a sale or transfer that is in accordance with the conditions set forth below, or by tendering it to the Corporation which shall redeem it at such value as the stockholders shall determine to be fair and appropriate.

No shareholder of the Corporation may sell or transfer his stock in this Corporation except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved, at a meeting of shareholders specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

In the event that there is more than one shareholder in the Corporation, before any stock which has been issued to shareholders may be transferred or otherwise disposed of, the existing shareholders must have negotiated with each other, and/or with the

Corporation, a buy-and-sell agreement providing for the redemption or disposition of their stock in the event that their interest in the Corporation is terminated for any reason. An executed copy of any such buy-and-sell agreement must be filed with the Secretary of the Corporation and made a part of the records of the Corporation.

ARTICLE XI

SECTION 1244 ELECTION: The first Board of Directors is hereby authorized, directed and empowered to qualify the initial issuance of stock pursuant to the terms and conditions set forth in Internal Revenue Code Section 1244 and the regulations thereunder.

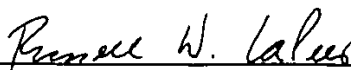
ARTICLE XII

BY-LAWS: The power to adopt, alter, amend or repeal the By-Laws should be vested in the Board of Directors.

ARTICLE XIII

AMENDMENT: The power to amend these articles shall be held exclusively by the stockholders. Any amendment hereto shall require a majority vote of all outstanding stock.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed these Amended Articles of Incorporation on this 3d day of March 1997.



Russell W. LaPeer, Corporate Secretary

CONSENT AND ACCEPTANCE OF REGISTERED AGENT

IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation, as registered agent for the Corporation, LaPeer & Wheeler, P. A., on this 3d day of March, 1997.

WITNESSES:

Wanda S. Mentzer

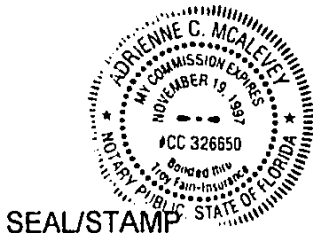
Russell W. LaPeer
Russell W. LaPeer, Registered Agent

Susan J. Smals

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared Russell W. LaPeer, as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 3 day of March, 1997.



Adrienne C. McAlevy
NOTARY PUBLIC
Adrienne C. McAlevy
My commission expires: 11/19/97

THIRD: The date of each amendment's adoption: March 3, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of April, 19 97

Signature

James W. LaPier

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title

P9400009967

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1997

EMERALD SHORE CONSULTANTS, INC.
P.O. BOX 126
DESTIN, FL 32540-0126

SUBJECT: EMERALD SHORE CONSULTANTS, INC.
Ref. Number: P94000009967

Debit Memo #: 5797-D

This is to inform you that check #126 in the amount of \$165.00 submitted with the annual report for EMERALD SHORE CONSULTANTS, INC. has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after June 18, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 597A00019790