

P95000001627

Law Office

David B. McEwen, P.A.

Of Counsel - Jay B. Verona

111 Second Avenue NE • Suite 600 • St. Petersburg, FL 33701
(813) 896-1600 • Fax (813) 894-4444

January 4, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

BY AIRBORNE EXPRESS
EFFECTIVE DATE

1-1-95

Re: Hampp, Schneikart, Swain, McEwen & Saunook P.A.

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the following fees:

Minimum Charter Tax	\$ 0.00
Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL:	\$122.50

Please note the effective date of these articles is January 1, 1995.

Please file the original Articles and return to me a certified copy of same. Thank you.

Sincerely,

David B. McEwen

David B. McEwen

DBM:kc
Enclosures (2)

cc: William Schneikart. Esq.

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FILED

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EFFECTIVE DATE
1-1-95

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95 JUN -5 PM 3:27
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
HAMPP, SCHNEIKART, SWAIN, MCEWEN, & SAUNOOKE, P.A.
A FLORIDA PROFESSIONAL CORPORATION

ARTICLE 1. NAME. The name of this corporation is HAMPP, SCHNEIKART, SWAIN, MCEWEN, & SAUNOOKE, P.A.

ARTICLE 2. ENABLING LAW. This corporation is organized pursuant to the Florida Professional Corporation Act of the State of Florida, as set forth in the Florida Statutes.

ARTICLE 3. PURPOSES. The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys-at-law.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys-at-law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE 4. CORPORATE EXISTENCE AND TERM. This Corporation shall have a perpetual existence, commencing upon January 1, 1995.

ARTICLE 5. CAPITAL STOCK. The corporation is authorized to issue 7,500 shares of capital stock, all of one class, at \$1.00 par value.

ARTICLE 6. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

David B. McEwen, Esquire
Plaza Building, Suite 600
111 Second Avenue Northeast
St. Petersburg, Florida 33701

ARTICLE 7. BOARD OF DIRECTORS. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws duly adopted in the manner provided by law, but that number shall never be less than one (1). Directors shall be elected annually by majority vote of the shareholders. The name and address of the initial director is:

David B. McEwen, Esquire
Plaza Building, Suite 600
111 Second Avenue Northeast
St. Petersburg, Florida 33701

ARTICLE 8. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT. The address of this Corporation's initial principal office in the State of Florida is Plaza Building, Suite 600, 111 Second Avenue Northeast, St. Petersburg, Florida (33701).

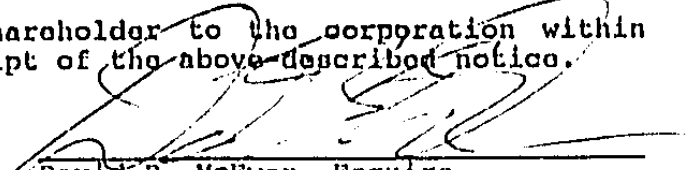
The name and address of this Corporation's initial registered agent is DAVID B. McEWEN, ESQUIRE, at Plaza Building, Suite 600, 111 Second Avenue Northeast, St. Petersburg, Florida (33701).

ARTICLE 9. BYLAWS. Bylaws will be hereinafter adopted by the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all shareholders.

ARTICLE 10. AMENDMENT TO ARTICLES. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 11. PREEMPTIVE RIGHTS. Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within thirty (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written

waiver submitted by the shareholder to the corporation within thirty (30) days after receipt of the above-described notice.

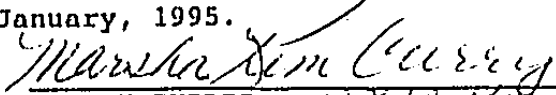

David B. McEwen, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements in the State and County above, personally appeared DAVID B. McEWEN to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 4th day of January, 1995.




NOTARY PUBLIC MARSHA KIM CURRY

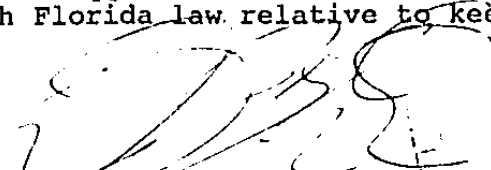
exp Aug 1, 1998

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

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

HAMPP, SCHNEIKART, SWAIN, MCEWEN, & SAUNOOKE, P.A., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of St. Petersburg, County of Pinellas, State of Florida, has named DAVID B. McEWEN, ESQUIRE, located at Plaza Building, Suite 600, 111 Second Avenue Northeast, St. Petersburg, Florida, as its agent to accept service of process within this state.

ACCEPTANCE: Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.


DAVID B. McEWEN, ESQUIRE
Registered Agent

01 JAN 1995
11:02:28

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Law Office

David B. McEwen, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN 27 PM 1:47

Of Counsel - Jay B. Verona

111 Second Avenue NE • Suite 600 • St. Petersburg, FL 33701
(813) 896-1600 • Fax (813) 894-4444

January 25, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RECEIVED
JAN 27 1995
111 SECOND AVENUE NE
SUITE 600
ST. PETERSBURG, FL 33701
(813) 896-1600

Re: Hampp, Schneikart, Swain, McEwen & Saunooke, P.A.

Gentlemen:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$35.00 to cover the filing fee.

Sincerely,



David B. McEwen

DBM:kc
Enclosures (2)

cc: William Schneikart, Esq.
(enclosure)

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SECRETARY OF STATE
DIVISION OF CORPORATION
95 JAN 27 PM 1:47

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

HAMPP, SCHNEIKART, SWAIN, McEWEN & SAUNOOKE, P.A.

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is HAMPP, SCHNEIKART, SWAIN, McEWEN & SAUNOOKE, P.A.

2. Article I of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

ARTICLE I

The name of this Corporation is:
SCHNEIKART & McEWEN, P.A.

3. This Amendment has been adopted by unanimous Written Action of the Directors and Shareholders of the Corporation on January 19, 1995.

4. This Amendment has been adopted by a majority of the holders of the only class of stock of the Corporation and by all of the Directors of the Corporation, pursuant to Written Action dated January 19, 1995, which vote is sufficient to approve the adoption of the Amendment.

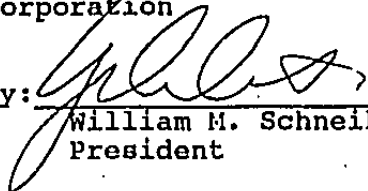
IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 25th day of January, 1995.

HAMPP, SCHNEIKART, SWAIN,
McEWEN & SAUNOOKE, P.A., a
Florida professional services
corporation

Attest:


David B. McEwen, secretary

By:


William M. Schneikart,
President

(CORPORATE SEAL)