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COX, LOWRY & DAVITO
1330 W. Citizena Blvd.
Leesburg, Florida 34748

January 17, 1995

FILED
95 JAN 20 PM 4:15
RECEIVED STATE
TALLAHASSEE, FLORIDA

Honorable Jim Smith
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Re: Articles of Incorporation
Nancy A. Davito, P.A.

Dear Mr. Smith:

In reference to the above corporation, I forward herewith the original and one copy of the Articles of Incorporation, together with a check in the sum of \$122.50 as follows:

Filing Fee	\$ 35.00
Registered Agent	\$ 35.00
Certified Copy	<u>\$ 52.00</u>
Total	\$122.50

Please return the certified copy of the Articles to me.

Very truly yours,

Nancy A. Davito
Nancy A. Davito

NAD/nv
enclosure

B. BROWN JAN 24 1995

ARTICLES OF INCORPORATION

OF

NANCY A. DAVITO, P.A.

FILED
95 JAN 20 PM 4:15
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a Doctor of Law, licensed or otherwise legally authorized to incorporate for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is NANCY A. DAVITO, P.A., and its principal place of business is 1330 West Citizens Blvd., Suite 701, Leesburg, Florida.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall begin its existence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz.,

1. To engage in every aspect of the practice of law and all its fields of specialization as are engaged in by Doctors of Law in this State.

2. To engage and render professional services involved only through its officers, agents and employees who are Doctors of Law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and other types of investments permitted by law.

4. To own real and personal property necessary for the rendering of the professional services specified herein.

5. To engage in no business other than the rendering of the professional services specified herein.

ARTICLE V. CAPITAL STOCK

A. The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is Seven Thousand (7,000) shares of common stock with One Dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor services which, in the judgment of the Board of Directors of this corporation, shall be the equivalent to the value of the stock to be issued.

C. Shares of the corporation's stock and certification therefor shall be issued only to Doctors of 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.

ARTICLE VI. INFORMAL SHAREHOLDER ACTION

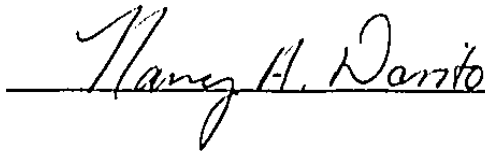
The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1330 West Citizens Blvd., Suite 701, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation at that address is NANCY A. DAVITO.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above state corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties. I hereby am familiar with and accept the obligations as registered agent for said corporation.



NANCY A. DAVITO
Registered Agent

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

A. Selection and Replacement

1. This corporation shall have a minimum of one (1) director at all times. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
NANCY A. DAVITO	1330 West Citizens Blvd. Suite 701 Leesburg, Florida 34748

2. In any electing of Directors by the Stockholders, each stockholder of record shall have the right to cumulate his shares and to give one candidate as many votes as equal the number of Directors to be elected multiplied by the number of shares owned, or to distribute that same amount of votes among as many candidates as he sees fit; provided, president or vice president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

3. Except as provided in Article XIV any vacancy on the Board of Directors, shall be filled as provided in the bylaws. A shareholder removed as a Director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

B. Telephone Meetings

Members of the Board of Directors or any Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX. INTERESTED DIRECTORS

A. No contract or other transaction between the corporation and one or more of its directors, or between the corporation, firm, association, or other entity in which one or more of its shall be either void or voidable for this reason alone or by this reason alone that such director or directors are present at the meeting of the board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by the vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of quorum at a meeting of the board of a committee which approves such contract or transaction.

C. The Board shall have authority to fix the compensation of directors for services in any capacity.

ARTICLE X. - LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-laws provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contracts.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

NANCY A. DAVITO

ADDRESS

1330 West Citizens Blvd.
Suite 701
Leesburg, Florida 34748

ARTICLE XII. INDEMNIFICATION

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

ARTICLE XIII. AMENDMENT

A. These Articles of Incorporation may be amended in the manner provided by law.

B. In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock contrary to Article XVI or to law, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation in the manner and method prescribed in subparagraph A. of this Article to affect a change in the nature and purpose of the business authorized by these Articles of Incorporation so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence

of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Florida Statute 621; but he shall have no other voting right.

ARTICLE XIV - RIGHTS OF STOCKHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE XVII

If any shareholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article XVII or the application of Chapter 621, Florida Statutes and should these Articles not be amended as provided in Article XIII the financial interest of such shareholder shall terminate immediately and automatically except to receive payment for such stock in this corporation as may be owned by him, and any other amounts that are lawfully due and owing to him by this corporation; and such shares of stock shall not be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized or set forth in the bylaws or Shareholders' Agreement, if any and if not, by mutual agreement, if no such agreement can be reached, then by arbitration.

ARTICLE XV. - BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved in the Shareholders of this corporation.

ARTICLE XVI. - STOCK TRANSFER AGREEMENTS

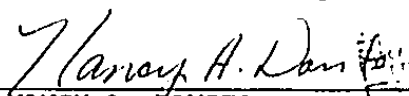
A. If all, or any of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting or changing the rights or interests of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, and all of the stocks of the corporation held by them and if a copy of the agreement or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation

and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XVII. - SEVERANCE AND
TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional law services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any event, such person's office and/or employment with an/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article XIII dealing with "Amendments". Should any amendment be affected which changes the nature and purpose of this corporation so that the restrictions of Florida Statute 621 do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is affected, such person shall render no professional services, shall have no office, shall not serve on the Board of this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

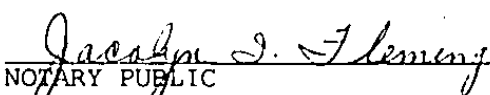
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of January, 1995.



NANCY A. DAVITO
Subscriber

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this, 17th day of January, 1995, by, NANCY A. DAVITO Subscriber to these Articles of Incorporation.



NOTARY PUBLIC

Commission Expires:



JACOLYN I. FLEMING
COMMISSION # CC 395012
EXPIRES SEP 10, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
JAN 20 PM 4:15
CLERK OF COURT
LAKE COUNTY, FLORIDA