

LAW OFFICES

Dunn & Tillman, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

DARLENE E. DUNN
KAREN O. TILLMAN

DEBORAH A. KOCHMAN, CLU
LINDA M. WHEELER, CLU
CERTIFIED LEGAL ASSISTANTS

January 18, 1995

POST OFFICE BOX 1052
OCALA, FLORIDA 34478

(904) 308-2424
FAX
(904) 732-7005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Darlene E. Dunn, P.A.
420 S.E. 8th Street
Ocala, Florida 34471

Dear Department of State:

I enclose an original and one copy of the Articles of Incorporation for the above proposed professional association.

Also enclosed is a check in the amount of \$122.50 in payment of the following fees.

Filing Fee	\$35.00
Certification of One Copy	\$52.50
Designation of Registered Agent	\$35.00
TOTAL	\$122.50

Please file the original articles and return the certified copy to me. I have enclosed a Federal Express envelope and airbill for your convenience. I may be contacted during normal business hours at (904) 368-2424.

Sincerely,

Law Offices of
Dunn and Tillman, P.A.

By

Darlene E. Dunn
DARLENE E. DUNN, ESQ.

Enclosure

RECEIVED
DIVISION OF CORPORATIONS
JAN 20 1995
TALLAHASSEE, FLORIDA

FILED
JAN 23 AM 8:15
TALLAHASSEE, FLORIDA

1/25/95

**ARTICLES OF INCORPORATION
OF**

DARLENE E. DUNN, P.A.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a professional corporation for profit under the provisions of Chapter 621 of the laws of the State of Florida, and pursuant to the following articles of incorporation:

ARTICLE I. The name of this corporation shall be: DARLENE E. DUNN, P.A.

ARTICLE II. The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the general practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are active members of The Florida Bar in good standing.

This corporation shall not engage in any business other than the practice of law. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and any other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Hundred (500) shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The stockholder shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. Shares of the corporation's stock and certificates therefor shall be issued only to active members of The Florida Bar in good standing.

ARTICLE IV. The amount of capital with which this corporation will begin business shall be and is the sum of Five Hundred Dollars (\$500).

ARTICLE V. The corporation shall have perpetual existence or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE VI. The principal office of this corporation shall be located in the City of Ocala, County of Marion, State of Florida, and the post office address of said principal office of the corporation shall be 420 South East Eighth Street, Ocala, Florida 34471.

ARTICLE VII. The number of the Directors of this corporation shall be one (1) initially. The number of Directors may be

increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of the by-laws and these articles of incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and qualify as provided in the By-laws, are as follows:

Name	Post Office Address
Darlene E. Dunn	420 S.E. 8th St., Ocala, FL

ARTICLE IX. The name and post office address of each subscriber of these articles of incorporation are as follows:

Name	Post Office Address
Darlene E. Dunn	420 S.E. 8th St., Ocala, FL

The subscribers certify that the proceeds of the stock subscribed for will be not less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereinabove.

ARTICLE X. If any officer, stockholder, agent or employee of this corporation who has been rendering legal services to the public (a) for any reason ceases to be an active member of The Florida Bar in good standing or becomes otherwise disqualified to practice law in this state, or (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as an attorney at law, or (c) makes an assignment for benefit of creditors, or (d) files a voluntary petition in bankruptcy or becomes the subject of an involuntary petition in bankruptcy, or (e) attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person or in any manner prohibited by law or by these articles or the by-laws of the corporation, or (f) if any lien of any kind is imposed upon the shares of stock of any such stockholder and such lien is not removed within 30 days after its imposition, then and in any of such events, all employment and relationship of such person with the corporation shall automatically and immediately stand completely severed and terminated, and, except to receive payment for any shares of stock in the corporation owned by him as authorized under Article XI hereof and to receive payment of any other amounts then lawfully due and owing to him by the corporation, he shall then and thereafter have no further financial interest of any kind in this corporation.

ARTICLE XI. Upon the occurrence, with respect to a stockholder, of any of the events specified in Article X, or upon

the death or adjudication of incompetency of a stockholder, then and in any of such events, the shares of stock in this corporation of such stockholder shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividend or stock rights of any kind which may be declared thereafter by the corporation and shall be forthwith transferred, sold and purchased or redeemed at such price or value and only in such manner as shall be authorized or set forth in by-laws adopted by the stockholders.

ARTICLE XII. No stockholder of this corporation and no representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's share of stock in this corporation except to the corporation or to another individual who is then an active member of The Florida Bar in good standing.

The corporation's Board of Directors are specifically authorized from time to time to adopt by-laws not inconsistent herewith with respect to the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIII. In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

(4) No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a

party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XIV. This corporation reserves the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

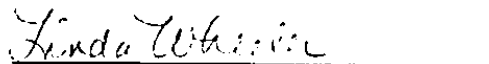
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this _____ day of September, 1994, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these articles of incorporation and certify that the facts herein stated are true.


DARLENE E. DUNN

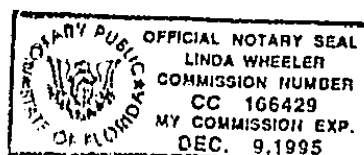
STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgements, personally appeared DARLENE E. DUNN, to me personally known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20th day of January, 1995.


Notary Public

My commission expires: 1/15



CERTIFICATE AND ACKNOWLEDGEMENT
OF
REGISTERED AGENT
CERTIFICATE OF REGISTERED AGENT


DARLENE E. DUNN, P.A.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 420 S.E. 8th Street, Ocala, Florida, has named **DARLENE E. DUNN** as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


DARLENE E. DUNN
420 S.E. 8th Street
Ocala, Florida

FILED
JAN 23 AM 8:19
CLERK OF COURT
FLORIDA