

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

121 NORTH OSCEOLA AVENUE, SUITE 300

P. O. BOX 2774

CLEARWATER, FLORIDA 34617

TELEPHONE (813) 447-7373

FAX (813) 447-2440

PLEASE REPLY TO:

P. O. Box 2774

Clearwater, FL 34617-2774

March 28, 1995

SUITE 1500 SOUTHTRUST BANK BUILDING

150 SECOND AVENUE NORTH

R.O. DRAWER 1441

ST. PETERSBURG, FLORIDA 33731-1441

TELEPHONE (813) 892-3100

FAX (813) 898-0227

FAX (813) 894-2150

SUITE 750, WESTSHORE CENTER

1715 NORTH WESTSHORE BOULEVARD

TAMPA, FLORIDA 33607-3026

TELEPHONE (813) 287-0550

FAX (813) 289-5331

SUITE 1, 1101 PASADENA AVENUE SOUTH

SOUTH PASADENA, FLORIDA 33707-2894

TELEPHONE (813) 892-3131

FAX (813) 345-0342

705 CORTARO DRIVE

SUN CITY CENTER, FLORIDA 33573

TELEPHONE (813) 633-3396

FAX (813) 633-3397

C. TERESA DEARMONICKIA
RUSSELL S. ANTELE
SIAMKE P. BROWN
JACK S. CANBY
LANCEY M. CLARK
WILLIAM P. DAVENPORT, JR.
KENNETH C. DRACON, JR.
DALE W. DELANEY
CAROL E. DELANEY
JENNIFER C. DEW
JOHN A. GHANT, III
THOMAS D. GRAYSON
FRANK J. GREGO
THOMAS M. HARRIS
TROY W. HOLLAND
MICHAEL K. HOUTZ
PATRICIA J. KELLY
JOHN D. KIRKPATRICK
EVELYN F. KUTTLER
JOHN C. LAMBERT
FRANK C. LOGAN
SAM H. MANN, JR.
GAIL P. MOULDS
V. JEAN OWENS
CHARLES F. REISCHMANN
WILLIAM E. REISCHMANN, SR.
ELIZABETH G. REPAAL
IRENE H. SULLIVAN

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: FRANK C. LOGAN, P.A.

100001443221
-03/29/95--01094--016
****122.50 ****122.50

Dear Sir:

Enclosed, for filing, are an original and copy of Articles of Incorporation for the above-referenced corporation, along with my check in the amount of \$122.50 for the filing fee, certified copy and resident agent designation. Please return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact my office.

Very truly yours,

HARRIS, BARRETT, MANN & DEW

Frank C. Logan

FCL/dcm
Enclosure

VIA FEDERAL EXPRESS

FILED
MAR 29 PM 2 02
TALLAHASSEE, FLORIDA

AL-3-21

ARTICLES OF INCORPORATION
OF
FRANK C. LOGAN, P.A.

FILED
MAR 28 1962
TALLAHASSEE, FLA.

I, the undersigned, licensed or otherwise legally authorized to practice law by and within the State of Florida, hereby acting as incorporator for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: FRANK C. LOGAN, P.A.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of law and all of its fields of specialization as are engaged in by attorneys in this state.
2. To engage and render the professional service involved only through its officers, agents and employees who are attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of professional services hereby authorized.

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to attorneys 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 V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the corporate principal office address of this corporation are the same, located at 121 North Osceola Avenue, Suite 300, Clearwater, Florida 34615, and the name of the initial registered agent of this corporation at that address is FRANK C. LOGAN.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Frank C. Logan	121 North Osceola Ave., Suite 300 Clearwater, FL 34615

ARTICLE VII

INCORPORATORS

The names and addresses of each person signing these Articles are:

Name

Address

Frank C. Logan

121 North Osceola Ave., Suite 300
Clearwater, FL 34615

ARTICLE VIII

AMENDMENT

1. The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

2. 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, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect 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 this amendment is complete and effective, or until such ownership of shares no longer exists. No stockholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes; but he shall have no other voting right.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation who has been rendering professional legal 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 such event, such person's

office and/or employment with and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article VIII (B) dealing with "Amendments." Should any amendment be effected with changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

ARTICLE X

RIGHTS OF STOCKHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE IX

If any stockholder of this corporation be required to terminate his financial interest in this corporation because of the application of Article IX, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article VIII (B), the financial interest of such shareholders 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 the 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 as set forth in the By-Laws of Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE XI

INDEMNIFICATION

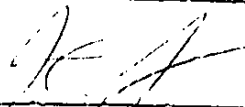
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of March, 1995.

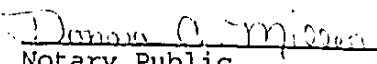


FRANK C. LOGAN
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FRANK C. LOGAN, to me personally known or who has produced N/A as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater,
said County and State, this 23rd day of March, 1995.



Notary Public
Print Name: Donna C. Miller
My Commission Expires:

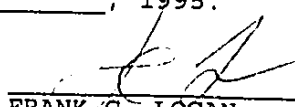
OFFICIAL NOTARY SEAL DONNA C MILLER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC419565 MY COMMISSION EXP. NOV. 5, 1998
--

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

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First--that FRANK C. LOGAN, desiring to organize under the laws of the State of Florida, with its registered office at 121 North Osceola Avenue, Suite 300, Clearwater, Florida 34615, Pinellas County, Florida, has named FRANK C. LOGAN at that address as its agent to accept service of process within this state.

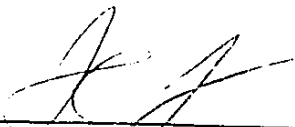
DATED: March 23, 1995.



FRANK C. LOGAN
Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



FRANK C. LOGAN
Resident Agent

FILED
95 MAR 29 PM 2 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

C. TERESA GRANADOS
RUSSELL E. ARTELE
FRANK P. HIPPEN
JACK C. LEE
YANCY W. LAY
WILLIAM H. DAVIS, JR.
KENNETH L. DUNN, JR.
ALFRED E. LAY
JOHN C. DEW
JOHN A. GRANT, JR.
THOMAS D. GRAVES
FRANK J. HRECO
THOMAS M. HARRIS
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PATRICIA J. KELLY
JOHN D. KENNAN
EVELYN F. KUTTLER
JOHN C. LAVERY
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V. JEAN OWENS
CHARLES F. REISCHMANN
WILLIAM H. REISCHMANN, SR.
ELIZABETH G. REPAAL
IRENE H. SULLIVAN

121 NORTH OSCEOLA AVENUE, SUITE 200
P. O. BOX 2774
CLEARWATER, FLORIDA 34617
TELEPHONE (813) 447-1500
FAX (813) 447-2400
PLEASE REPLY TO

P. O. Box 2774
Clearwater, FL 34617-2774

April 3, 1995

SUITE 1500 SOUTHTRUST BANK BUILDING
150 SECOND AVENUE NORTH
P.O. DRAWER 1441
ST. PETERSBURG, FLORIDA 33731-1441
TELEPHONE (813) 892-3100
FAX (813) 898-0221
FAX (813) 894-2194

SUITE 750, WESTSHORE CENTER
1715 NORTH WESTSHORE BOULEVARD
TAMPA, FLORIDA 33607-3926
TELEPHONE (813) 287-0950
FAX (813) 280-5331

SUITE 1, 1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707-2894
TELEPHONE (813) 892-3131
FAX (813) 945-0342

765 CORTARO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3390
FAX (813) 633-3397

Florida Department of State
Division of Corporations
Attn: Amendment Section
Post Office Box 6327
Tallahassee, FL 32314

800001451098
-04/07/95--01099--014
*****87.50 *****87.50

RE: Amendment to Articles of Incorporation of
Frank C. Logan, P.A.
Charter #P95000025851

Dear Sir:

Enclosed are two copies of an Amendment to Articles of Incorporation on the above-referenced corporation.

It would be greatly appreciated if you would file this Amendment and return one certified copy to this office. Also, enclosed is a check in the amount of \$87.50 for the filing fee.

Thank you for your assistance.

Very truly yours,

HARRIS, BARRETT, MANN & DEW

Frank C. Logan

FCL/dcm
Enclosure

CM
P95000025851
11-12-95

AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of FRANK C. LOGAN, P.A., are hereby amended as follows:

1. Article I, NAME, as set forth in the Articles of Incorporation shall be revoked and substituted therefor shall be the following:

"ARTICLE I

NAME

The name of this corporation is: HARRIS, BARRETT, LOGAN & DEW, P.A."

1. All other Articles set forth in the Articles of Incorporation dated March 28, 1995, Charter No. P95000025851, are hereby ratified and confirmed.

2. The date of adoption was approved by unanimous consent of all the shareholders entitled to vote on April 3, 1995.

Dated this 3rd day of April, 1995.

Attest:

FRANK C. LOGAN, P.A.

Frank C. Logan, Secretary

By:

Frank C. Logan, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

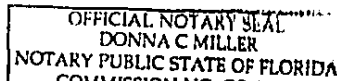
I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FRANK C. LOGAN, to me personally known or who has produced himself as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Pinellas, said County and State, this 3rd day of April, 1995.

Donna C. Miller
Notary Public

Print Name Donna C. Miller

My Commission Expires: 11/5/98



P9500002585!

LAW OFFICES

HARRIS, BARRETT, LOGAN & DEW, P.A.

121 NORTH OSCEOLA AVENUE

SUITE 300

P.O. BOX 2774 (ZIP 34617-2774)

CLEARWATER, FLORIDA 34615

FRANK C. LOGAN
DEBORAH POINTER KYNES

TELEPHONE (813) 447-7373
FAX (813) 447-2440

December 11, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Attn: Amendment Section
Post Office Box 6327
Tallahassee, FL 32314

900001664859
-12/19/95--01007--015
*****87.50 *****87.50

Re: Amendment to Articles of Incorporation of
Harris, Barrett, Logan & Dew, P.A.

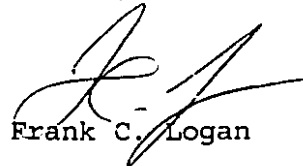
Dear Sir:

Enclosed for filing please find an original and copy of an Amendment to Articles of Incorporation for the above-referenced corporation, along with my check in the amount of \$87.50, representing the filing fee of \$35.00 and certification fee of \$52.50. Please return the certified copy to the undersigned at the above address.

Thank you for your assistance.

Very truly yours,

HARRIS, BARRETT, MANN & DEW


Frank C. Logan

FCL/dcm
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 18 AM 11:52

TLL DEC 21 1995

AMENDMENT TO ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 DEC 18 AM 11:52

The Articles of Incorporation of HARRIS, BARRETT, LOGAN & DEW, P.A., are hereby amended as follows:

1. Article I, NAME, as set forth in the Articles of Incorporation shall be revoked and substituted therefor shall be the following:

"ARTICLE I

NAME

The name of this corporation is: "FRANK C. LOGAN, P.A."

1. All other Articles set forth in the Articles of Incorporation dated March 28, 1995, Charter No. P95000025851, as amended April 6, 1995, are hereby ratified and confirmed.

2. The date of adoption was approved by unanimous consent of all the shareholders entitled to vote on December 11, 1995.

Dated this 11th day of December, 1995.

Attest:

HARRIS, BARRETT, LOGAN
& DEW, P.A.

Donna C. Miller
Donna C. Miller, Secretary

By: [Signature] (SEAL)
Frank C. Logan, President

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FRANK C. LOGAN and DONNA C. MILLER, President and Secretary respectively, to me personally known or who have produced N/A as identification and who did take an oath, and known to me to be the individuals described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 11th day of December, 1995.

OFFICIAL NOTARY SEAL
LOUISE PAGAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC459378
MY COMMISSION EXP. MAY 27, 1999

Louise Pagan
Notary Public
Print Name LOUISE PAGAN
My Commission Expires: 5/27/99