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PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
3 WILLIAM TELL LANE
BEVERLY HILLS, FLORIDA 34465

March 30, 1995

H. EDWARD DEAN
JONATHAN S. DEAN
SUSAN E. DEAN
ROBERT A. STERMER
DARYL K. NEDELISKY
TIMOTHY S. DEAN
ALBERT J. VIDAL

TELEPHONE NUMBER
904-746-0700

FAX NUMBER
904-746-0711

Jim Smith, Secretary of State
Division of Corporations
Florida Department of Corporations
Tallahassee, Florida 32399

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***122.50 ***122.50

Re: New Filing - Articles of Incorporation
Robert Wayne Hedick, Jr., P.A.

Dear Mr. Smith:

Please find enclosed the following:

1. Original Articles of Incorporation of Robert Wayne Hedick, Jr., P.A.
2. Check in the amount of \$122.50.

The name of the corporation is Robert Wayne Hedick, Jr., address is 5 William Tell Lane, Beverly Hills, Florida 34465 and the telephone number (904) 746-3390. The registered agent is Robert Wayne Hedick, Jr., at the same address and telephone number.

We are enclosing the amount of \$122.50 which represents the filing fee, Registered Agent Designation and one Certified Copy of the Articles.

Please return the Certified Copy of the Articles to this office.

Sincerely,

DEAN AND DEAN

Susan E. Dean
Susan E. Dean *dld*

dld:SED
Enclosure

Susan Dean GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article II
DATE 4-5-95
DOC. EXAM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 31 AM 11:33

KON 4-5

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 31 AM 11:33

OF

ROBERT WAYNE HEDICK, JR., P.A.

ARTICLE I

Name. The name of this corporation is **ROBERT WAYNE HEDICK, JR., P.A.** The corporation's principal office is located at 5 William Tell Lane, Beverly Hills, Florida 34465

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida, specifically that of a duly licensed realtor.

ARTICLE III

Capital Stock. The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address and the mailing address of the initial registered office of this corporation is 5 William Tell Lane, Beverly Hills, Florida 34465. The name of the initial registered agent of this corporation is **ROBERT WAYNE HEDICK, JR.**

ARTICLE VI

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the

right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors and Incorporators. The name and mailing address of each member of this corporation's first Board of Directors are as follows:

Robert Wayne Hedick, Jr. 1072 Vista Fina Court, Spring Hill, Florida 34608

Initial incorporators.

Robert Wayne Hedick, Jr. 1072 Vista Fina Court, Spring Hill, Florida 34608

ARTICLE IX

Lost or Destroyed Certificates Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

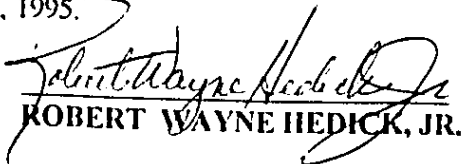
ARTICLE X

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida this 29th day of March, 1995.


ROBERT WAYNE HEDICK, JR.

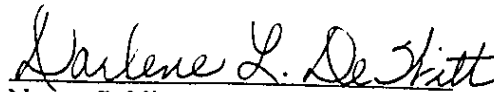
STATE OF FLORIDA
COUNTY OF CITRUS

I HEREBY CERTIFY that on this day before me personally appeared **ROBERT WAYNE HEDICK, JR.** to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

29th WITNESS my hand and official seal in the county and state aforesaid mentioned this day of March, 1995



"OFFICIAL SEAL"
Darlene L. De Witt
My Commission Expires 11/12/96
Commission #CC 241545


Notary Public

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **ROBERT WAYNE HEDICK, JR., P.A.**, I hereby accept the designation and agree to act as the Registered Agent of said corporation.


ROBERT WAYNE HEDICK, JR.

Dated the 29th day of March, 1995.

FILED
SECRETARY OF CORPORATIONS
95 MAR 31 PM 11:33