

LAW OFFICES OF
ROGER A. ALCOTT

2910 Winter Lake Road
Lakeland, Florida 33803
(813) 665-2344

P95000030141

April 11, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

IN RE: Roger A. Alcott, P.A.
Articles of Incorporation

Dear Sir:

Please find enclosed the original and one executed copy of proposed Articles of Incorporation for Roger A. Alcott, P.A. together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

My office check in the amount of \$122.50 made payable to the Secretary of State, Division of Corporations, is enclosed to cover the cost of the filing fees.

Please let me know if anything further is required.

Respectfully,


ROGER A. ALCOTT

RAA:pg
Enclosures

B. REGISTER APR 18 1995

FILED
95 APR 13 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE OF INCORPORATION
OF
ROGER A. ALCOTT, P.A.**

FILED
95 APR 13 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is **ROGER A. ALCOTT, P.A.**

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

c. The professional services of this corporation shall be carried out only through officers, employees, and agents, each

of whom has been admitted to the bar of, and is duly authorized to practice law in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 7500 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$500.00.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the corporation's principal office is 2910 Winter Lake Road, City of Lakeland, County of Polk, State of Florida, 33803, and the mailing address of the corporation's principal office is 2910 Winter Lake Road, Lakeland, Florida, 33803. The name of the initial registered agent of the corporation, located at such office, is Roger A. Alcott.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

NAME	ADDRESS
Roger A. Alcott	2910 Winter Lake Road Lakeland, Florida 33803

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the names and addresses of the initial directors are:

NAME	ADDRESS
Roger A. Alcott	2910 Winter Lake Road Lakeland, Florida 33803

The initial board of directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS


The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the

affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these articles of incorporation at Lakeland, Polk County, Florida, on the 11th day of April, 1995.



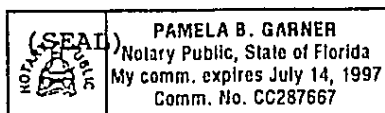
ROGER A. ALCOTT

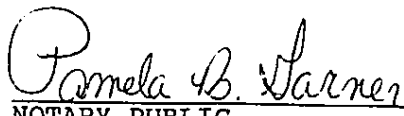
STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared ROGER A. ALCOTT, who is to me well known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he has made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 11th day of April, A.D., 1995.



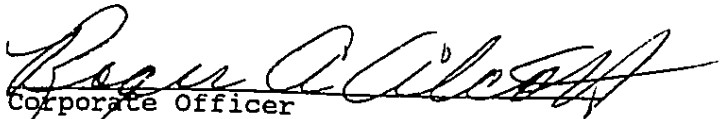


NOTARY PUBLIC
State of Florida at Large
Typed Name: Pamela B. Garner

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First - That ROGER A. ALCOTT, P.A., desiring to organize
or quality under the laws of the State of Florida, with its
principal place of business at the City of Lakeland, County of
Polk, State of Florida, has named ROGER A. ALCOTT, located at 2910
Winter Lake Road, City of Lakeland, State of Florida, 33803, as its
agent to accept service of process within Florida.


Corporate Officer

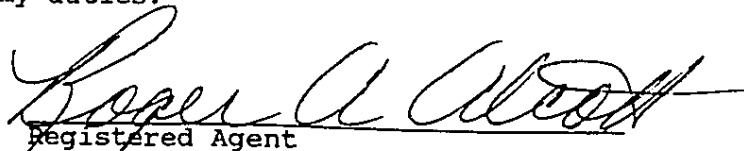
Title: PRESIDENT

Date: 4-11-95

FILED
APR 13 PM 1:01
95
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-stated corporation, at the 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.


Registered Agent

Date: 4-11-95