

P950000 30776

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1800
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1815

FRANK A. ASHTON
WILLIAM S. BURNS, JR.
JAMES E. COBB
THOMAS S. EDWARDS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
BARAH HELENE SHARP

JACKSONVILLE 904 / 399-1800
OCALA 904 / 867-1009

EFFECTIVE DATE
April 12, 1995

600001456776
-04/14/95--01058--017
****122.50 ****122.50

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

Per phone call with Kaye,
name is misspelled.
Should be D...

Re: Incorporation of Anthony J. DeFilippo, Jr., P.A.
A Florida Professional Association

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of Anthony J. DeFilippo, Jr., P.A., a Florida professional association. Also enclosed is our firm's check for \$122.50 to cover the following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Total Fees \$ 122.50

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,


David H. Peek

DHP/bkb
Enclosures
694001/49011

NANCY HENDRICKS APR 19 1995

FILED
APR 14 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANTHONY J. DIFILIPPO, JR., P.A.

FILED

95 APR 14 11 00

SECRET
FALL

EFFECTIVE DATE
01-12-95

The undersigned, an attorney duly licensed to render professional services in the state of Florida, for the purpose of forming a professional corporation under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

Name and Place of Business. The name of this corporation is ANTHONY J. DIFILIPPO, JR., P.A., with its principal place of business at One San Jose Place, Suite 5, Jacksonville, Florida, 32257.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through this corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law, the same professional services that an attorney duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

ARTICLE IV

CAPITAL STOCK

(a) Authorized Capital. The authorized capital stock of this corporation shall consist of 100,000 shares of common stock having a par value of \$.01 per share.

(b) Limitation on Issuance. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice law in the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation at that address is DAVID H. PEEK.

ARTICLE VI

DIRECTORS

(a) Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Anthony J. DeFilippo, Jr.	One San Jose Drive Suite 5 Jacksonville, Florida 32258

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve this corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VIII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

INCORPORATOR

The street address of the incorporator of this corporation is 1301 Riverplace Boulevard, Suite 1609, and the name of the incorporator of this corporation is DAVID H. PEEK.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

12 IN WITNESS WHEREOF, the incorporator has executed these Articles the day of April, 1995.



DAVID H. PEEK

STATE OF FLORIDA
COUNTY OF DUVAL

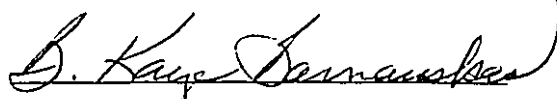
The foregoing instrument was acknowledged before me this 12th day of April, 1995, by DAVID H. PEEK, who is either personally known to me or produced the identification described below and who did not take an oath.

(SEAL)

My Commission Expires:



B KAYE BARNAUSKAS
My Commission CC433270
Expires Jan 12, 1999
Bonded by HAI
800-422 1555


Print: B. KAYE BARNAUSKAS
Notary Public, State and County
Aforesaid.
Commission No. _____
PERSONALLY KNOWN
Type of Identification

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated 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 proper and complete performance of my duties.


DAVID H. PEEK

Dated: April 12, 1995

SECRET
FALL 2000

95 APR 14 21 30 03

FILED

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1609
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1615

JACKSONVILLE 904 / 399-1609
OCALA 904 / 867-1609

FRANK A. ASHTON
JAMES E. COBB
THOMAS G. ELLIS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE J. PEEK II
WILLIAM J. SCOTT
SARAH HELEN TARP

P95000030776

June 10, 1996

700001862647
-06/14/96--01081--002
*****87.50 *****87.50

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

Re: Articles of Amendment to Articles of Incorporation of
Anthony J. DiFilippo, Jr., P.A., a Florida Corporation

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Amendment to Articles of Incorporation of Anthony J. DiFilippo, Jr., P.A., a Florida corporation. Also enclosed is our firm's check for \$87.50 in payment of the requisite filing fee and certified copy charge. Please file the original Articles of Amendment to Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,

David H. Peek
David H. Peek

DHP/bkb
Enclosures
964001/63951

APPROVED
AND
FILED
JUN 14 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000030776
NOT AMEND
Cert Copy
6-14-96

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ANTHONY J. DIFILIPPO, JR., P.A.

The following provisions of the Articles of Incorporation of ANTHONY J. DIFILIPPO, JR., P.A., a Florida corporation (hereinafter called "Corporation"), are amended in the following particulars:

1. The name of this Corporation is ANTHONY J. DIFILIPPO, JR., P.A..
2. An Amendment to Article I of the Articles of Incorporation has been adopted pursuant to Florida Statute §607.1003 (1993), in order to change the name of the corporation. As amended, Article I now reads:

ARTICLE I


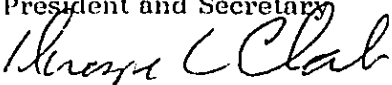
NAME AND PLACE OF BUSINESS

Name and Place of Business. The name of this corporation is DIFILIPPO & CLARK, P.A., with its principal place of business at One San Jose Place, Suite 5, Jacksonville, Florida, 32257.

- 3 The above amendment to Articles of Incorporation shall be effective as of the filing date with the Secretary of State.

4. The foregoing amendment to Articles of Incorporation of ANTHONY J. DIFILIPPO, JR., P.A. was adopted by the Incorporator, pursuant to Florida Statutes §607.1006(1)(3) on April 15, 1996. No shareholder action was required.

IN WITNESS WHEREOF, the undersigned President and Secretary of ANTHONY J. DIFILIPPO, JR., P.A. has executed this Amendment to Articles of Incorporation of ANTHONY J. DIFILIPPO, JR., P.A. this 6th day of June, 1996.


Anthony J. DiFilippo, Jr.
President and Secretary

Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing was acknowledged before me this 672 day of June, 1996, by ANTHONY J. DiFILIPPO, JR., President and Secretary, respectively, of ANTHONY J. DiFILIPPO, JR., P.A., who is either personally known to me or produced the identification described below and who did not take an oath.

Cathy M. Luke

Print: Cathy M. Luke
Notary Public, State and County Aforesaid

Commission No. CC430883

My Commission Expires: 2/5/99

Personally known
Type of Identification

694001/63628



CATHY M LUKE
My Commission CC430883
Expires Feb. 05, 1999
Bonded by NFNU
800-224-0368