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ATTORNEY AT LAW
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CLEARWATER, FLORIDA 34616

MORRIS SILBERMAN

April 27, 1995

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(813) 461-4277
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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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****122.50 ****122.50

Re: WALTER L. GRANTHAM, JR., P.A.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above corporation, as well as our client's check in the amount of \$122.50. Please file the Articles of Incorporation and return a file stamped copy to us.

If there are any questions, please do not hesitate to contact us.

Very truly yours,


Morris Silberman

MS/ar
Enclosures

GRANTHAMSEC-STA.LTR

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ARTICLES OF INCORPORATION

OF

WALTER L. GRANTHAM, JR., P.A.

I, the undersigned subscriber to these Articles of Incorporation, am a natural person competent to contract, and do hereby engage and commit myself in and to the formation of a corporation under the laws of the State of Florida pursuant to the provisions of Chapter 621, Florida Statutes.

ARTICLE I NAME

The name of this corporation shall be: WALTER L. GRANTHAM, JR., P.A.

ARTICLE II PURPOSES

The general nature of the business to be transacted by this corporation is:

To engage in the practice of law as a professional service corporation and to provide services incident thereto.

To purchase and own, or lease, real and personal property necessary or appropriate for rendering its professional services.

To invest in real estate, mortgages, stocks, bonds, and any other type of investments, all in accordance with Florida law;

To enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purposes of this Corporation.

To do all and everything necessary, proper and convenient for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the Corporation, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives for which this Corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Services Corporation Act.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as

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independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE III CAPITAL STOCK

The authorized capital stock of this corporation shall consist of Fifteen Thousand (15,000.00) shares of common stock having a par value of \$1.00 per share. 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. The shares of capital stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE IV PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares.

The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE V TERM OF EXISTENCE

This corporation shall begin existence upon the filing of these Articles with the Secretary of State, State of Florida, and shall exist perpetually unless dissolved according to law.

ARTICLE VI ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of this corporation in the State of Florida shall be 18167 US Hwy. 19 N., #520, Clearwater, FL 34624. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

**ARTICLE VII
NUMBER OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one (1). No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law in the State of Florida.

**ARTICLE VIII
FIRST BOARD OF DIRECTORS**

The name and street address of the sole member of the First Board of Directors who shall hold office until his successors are elected or appointed and have qualified, is:

<u>Name</u>	<u>Address</u>
WALTER L. GRANTHAM, JR.	18167 US Hwy 19 N., #520 Clearwater, FL 34624

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**ARTICLE IX
SUBSCRIBER**

The name and street address of the Subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
WALTER L. GRANTHAM, JR.	18167 US Hwy 19 N., #520 Clearwater, FL 34624

**ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 18167 US Hwy 19 N., #520, Clearwater, FL 34624, and the name of the initial registered agent at such address is WALTER L. GRANTHAM, JR.

**ARTICLE XI
TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED**

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract

or transaction as a Director or Officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contract or transaction of this corporation or in which this corporation is interested and no Director or Officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

ARTICLE XII ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

The corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm, or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

The corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation, or any agreement among said shareholders, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders, or any agreement among said shareholders, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to enter into such plans for the benefit of its employees, as the Board of Directors may deem appropriate, including but not limited to one or more of the following:

- A. A pension plan,
- B. A profit sharing plan,

- C. A stock bonus plan,
- D. A thrift and savings plan,
- E. A stock option plan,
- F. Medical, disability or other health insurance plan or plans,
- G. Other retirement, death benefits or incentive compensation plan or plans.

ARTICLE XIII INDEMNIFICATION

The corporation shall indemnify and insure its officers and directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

ARTICLE XIV AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, WALTER L. GRANTHAM, JR., the undersigned, being the original Subscriber to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 19 day of April, 1995.


WALTER L. GRANTHAM, JR.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of April, 1995, by WALTER L. GRANTHAM, JR., who is personally known to me ~~or who has produced the following form of identification:~~ _____ and who did take an oath.


NOTARY PUBLIC-STATE OF FLORIDA

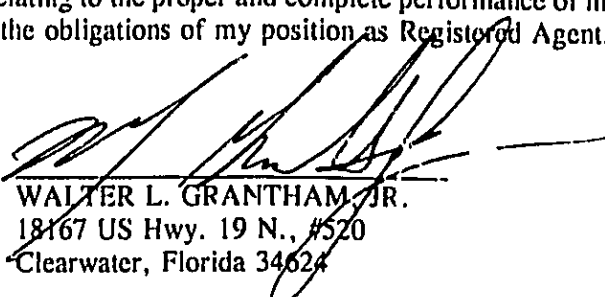
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Notary name:
Commission Number:
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**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


WALTER L. GRANTHAM, JR.
18167 US Hwy. 19 N., #520
Clearwater, Florida 34624

Date: April 19, 1995

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