

P95000036320

PROM. KORN & ZEIMER
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
JACKSONVILLE, FLORIDA

PLEASE REPLY TO
POST OFFICE BOX 800700
JACKSONVILLE, FLORIDA 32288-0700
TELEFAX (904) 296-0314

SUITE #00, SOUTHPOINT BUILDING
6660 SOUTHPOINT DRIVE, SOUTH
JACKSONVILLE, FLORIDA 32216
TELEPHONE (904) 296-2111

April 28, 1995

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32301
Attention: Incorporating Section

400001470574
-05/02/95--01063--016
****122.50 ****122.50

Re: Mark G. Pennington, P.A.

Ladies and Gentlemen:

I am enclosing herewith an original and a copy of articles of incorporation and registered agent designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed originals and return certified copies to the undersigned in the enclosed, self-addressed stamped envelope. Your prompt attention to this matter is greatly appreciated.

DMP 5/9/95

Sincerely yours,

Mark G. Pennington
Mark G. Pennington

Enclosures
MGP:val/MGPL4.28

*Mark G. Pennington gave
auth to add the principal
office. 5/9/95*

FILED
MAY -2 AM 11:30
OFFICE OF STATE
ILLINOIS, FLORIDA

**ARTICLES OF INCORPORATION
OF
MARK G. PENNINGTON, P.A.**

FILED
95 MAY -2 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is: Mark G. Pennington, P.A.
The principal office shall be 6620 Southpoint Drive South, Suite 200, Jacksonville,
Florida 32216.

ARTICLE II

The existence of this corporation shall commence upon the filing of these Articles. This corporation shall thereafter have perpetual existence.

ARTICLE III

The purpose for which this corporation is organized is to provide professional legal services and to carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

ARTICLE IV

The aggregate number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "common stock," one dollar (\$1.00) par value. Each issued and outstanding share shall be entitled to one vote. The shareholders, by either shareholders' agreement recorded in the minute book or bylaw provision, may impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

ARTICLE VI

The initial number of directors for the corporation shall be one (1), and the shareholders, from time to time, in accordance with the bylaws and Article X hereof, may change the number of directors, but in no case shall there be less than one (1) director.

ARTICLE VII

The names and post office addresses of the first Board of Directors, who each shall hold office for the first year of existence of the corporation or until his or her successor is elected or appointed and qualified are:

Mark G. Pennington

P.O. Box 551059
Jacksonville, Florida 32255-1059

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation is Mark G. Pennington, P.O. Box 551059, Jacksonville, Florida.

ARTICLE IX

The street address of the initial registered office of this corporation is 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Mark G. Pennington.

ARTICLE X

All of the shareholders, directors and officers of the corporation are required at all times to be persons licensed to practice law in the State of Florida. If any shareholder, director, agent or employee of the corporation who has been rendering professional legal services to the public becomes legally disqualified to render professional legal services in the State of Florida, or such person accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of professional legal services, then such person shall sever all employment with, and financial interests in, the corporation, subject to the terms of any bylaws or written agreements by and between such person and the corporation and/or the other shareholders which are not inconsistent with the requirements of the laws of the State of Florida. If at any time all of the shareholders of the corporation shall cease, at any one time and for any reason, to be licensed to practice law in the State of Florida, the corporation shall thereupon be deemed to be converted into and shall henceforth operated solely as a business corporation.

ARTICLE XI

The Board of Directors is specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set out his hand and seal this 28th day of April, 1995.

Signed, sealed and delivered
in the presence of:

Vito J. Giurato

Witness

Mark G. Pennington

Mark G. Pennington

April Christopher

Witness

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument was sworn to and acknowledged before me this 28th day of April, 1995, by Mark G. Pennington. Mark G. Pennington is personally known to me.

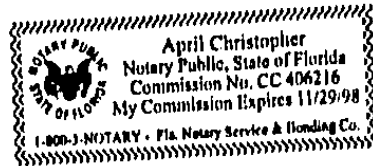
April Christopher _____

Signature of Notary

Name of Notary:

Commission Number:

My commission expires:



G:\WPDATA\HIZ\MGPART

FILED

95 MAY -2 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

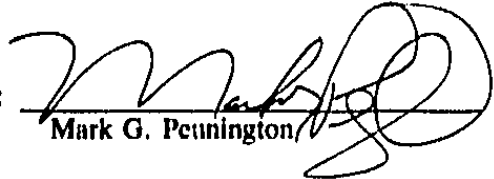
That Mark G. Pennington, P.A., a professional corporation duly organized and existing under the laws of the State of Florida, has named Mark G. Pennington, located at 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida, as its agent to accept service of process within this state.

MARK G. PENNINGTON, P.A.

4/28/95

Date

By:

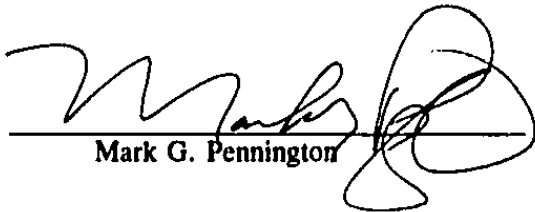

Mark G. Pennington

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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, and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

4/28/95

Date


Mark G. Pennington