

P950000-42915

CHILLINGWORTH, PAGE & CONWAY, P.A.

ATTORNEYS AT LAW

SUITE 800

2090 PALM BEACH LAKES BLVD.

WEST PALM BEACH, FLORIDA 33409-6523

CHARLES C. CHILLINGWORTH

JOHN P. PAGE

JERRINE O. CONWAY

FILED
95 MAY 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (407) 640-6000
TELEFAX (407) 640-9422

May 24, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

300001500533
-05/26/95--01091--010
****122.50 ****122.50

Re: Articles of Incorporation
Chillingworth & Conway, P.A.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$122.50 as follows:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Certificate	<u>35.00</u>
Total	\$122.50

Please send us a certified copy of the Articles when filed. Thank you for your cooperation and assistance.

Sincerely,



Helen K. Fekete
Legal Assistant

Enclosure

EFFECTIVE DATE

5-24-95

APL
62

**Articles Of Incorporation
Of
Chillingworth & Conway, P.A**

FILED
95 MAY 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this professional association is **Chillingworth & Conway, P.A.**

Article II - Effective Date and Duration

This professional association shall begin existence as of May 24, 1995, and continue perpetually unless dissolved.

Article III - Purpose

This professional association is organized for the purpose of providing professional service to the public in the field of law, which shall include all professional services rendered by attorneys licensed to practice law within the State of Florida.

Article IV - Common Stock

This professional association is authorized to issue one hundred (100) shares of NO PAR VALUE common stock.

Article V - Authority

This professional association has the authority to conduct any and all lawful business which can be legally conducted by any professional association pursuant to Chapter 621 and Chapter 607, **Florida Statutes**.

Article VI - Dividends

This professional association shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

Article VII - Incorporator

The name of and address of the incorporator of this professional association is as follows:

Charles C. Chillingworth, Esq.
2090 Palm Beach Lakes Boulevard
Suite 800
West Palm Beach, FL 33409

EFFECTIVE DATE
5-24-95

Article VIII - Officers and Directors

The following persons hereby subscribe to the number of shares indicated, are directors of the Professional Association, and reside at the addresses listed:

Name	Number of Shares	Office
Charles C. Chillingworth 2090 Palm Beach Lakes Boulevard Suite 800 West Palm Beach, FL 33409	15	President & Director
Jeanne O. Conway 2090 Palm Beach Lakes Boulevard Suite 800 West Palm Beach, FL 33409	5	Vice President & Director
Kim T. Harmon 2090 Palm Beach Lakes Boulevard Suite 800 West Palm Beach, FL 33409	0	Treasurer
Helen K. Fekete 2090 Palm Beach Lakes Boulevard Suite 800 West Palm Beach, FL 33409	0	Secretary

Directors shall hold office for a period of one (1) year and shall be elected at each shareholder's meeting. There shall be two (2) directors initially.

Article IX - Powers of Directors

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this professional association to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this professional association. The Board of Directors shall also have the authority to hire and fire all employees of the professional association and to fix their compensation, unless these responsibilities are delegated to an officer.

Article X - Principal Place of Business

The principal place of business of this professional association shall be 2090 Palm Beach Lakes Boulevard, Suite 800, West Palm Beach, FL 33409. The Board of Directors may from time to time move the place of business of this professional association.

Article XI - Registered Agent

The Registered Agent for service of process of this professional association, who shall serve until removed by the Board of Directors, is **Charles C. Chillingworth, Esq.**, 2090 Palm Beach Lakes Boulevard, Suite 800, West Palm Beach, FL 33409.

Article XII - Private Property of Shareholders

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

Article XIII - Excess Salary

In the event that the Internal Revenue Service determines that a portion of the salary paid by this professional association to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the professional association to deduct said portion of salary from its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the professional association.

Article XIV - Excess Business Expense

In the event that the Internal Revenue Service determines that any business expense of the professional association is invalid or excessive under the law as it exists at that time, and will not allow the professional association to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the professional association.

Article XV - Amendments

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

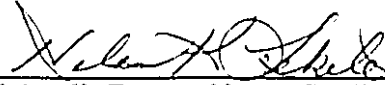
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming a corporation to do business under the laws of the State of Florida this 24th day of May, 1995.

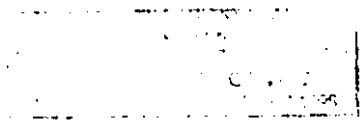

Charles C. Chillingworth

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Charles C. Chillingworth, to me known personally to be the person described in and who executed the foregoing instrument, and who did not take an oath, and acknowledged before me that he executed the same.


WITNESS my hand and official seal in the County and State last aforesaid this 24th day of May, 1995.


Helen K. Fekete, Notary Public
Commission Number CC346052
My Commission Expires:



Acceptance

I, Charles C. Chillingworth, whose address is 2090 Palm Beach Lakes Boulevard, Suite 800, West Palm Beach, FL 33409, do hereby accept the appointment of Registered Agent for Chillingworth & Conway, P.A.


Charles C. Chillingworth
Registered Agent