

795000052278

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL -6 AM 8:54

W95-13629

dB 7/6/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY NLC _____

WALK-IN
Will Pick Up 7/6 3:00

RE: Jeffrey B. Strouse, P.A.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File	000001531230	
<input type="checkbox"/> Dissolution/Withdrawal	-07/06/95--01046--021	
<input type="checkbox"/> C U S.	****122.50 ****122.50	
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



RECEIVED

95 JUL -7 AM 8 47

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Sandra B. Mortham
Secretary of State

July 6, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: JEFFREY B. STROUSE, P.A.
Ref. Number: W95000013629

Will Wait

We have received your document for JEFFREY B. STROUSE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 795A00032780

*Please file
as of 7-6-95*

Corrected

196 P02 JUN 30 '95 15:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

JEFFREY B. STROUSE, P.A. 95 JUL -6 AM 8:54

The undersigned subscriber to the herein styled Articles of Incorporation, natural persons competent to contract, and duly licensed by the State of Florida to practice law, hereby establishes a professional service corporation under the laws of the State of Florida.

ARTICLE I NAME:

The name of this corporation shall be JEFFREY B. STROUSE, P.A.

The principal address and the registered office address are the same.

ARTICLE II DURATION:

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III PURPOSE AND POWERS:

(a) This corporation is organized solely for the purpose of conducting the practice of law only through persons qualified to practice law in the State of Florida. Such persons shall practice law in accordance with the rules for professional conduct promulgated by the State of Florida. The corporation shall at all times comply with such standards of professional conduct.

(b) This corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Florida Law only in furtherance of and subject to the limitations stated in the preceding paragraph designated III(a).

ARTICLE IV QUALIFICATIONS OF SHAREHOLDERS:

All shareholders of the corporation shall be persons duly licensed by the State of Florida to practice law in the State of Florida. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacations, and on leaves of absence not to exceed one year, are actively engaged in the practice of law in the offices of the corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of this corporation shall be called immediately in accordance with the provisions of paragraph VII, or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders.

ARTICLE V CAPITAL STOCK AND INITIAL STOCK:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock with a \$1.00 par value. The amount of capital with which this corporation will begin business is at least Five Hundred dollars (\$500.00).

ARTICLE VI VOTING:

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation, except that in the election of Directors, he shall have the right to vote such number of shares for as many persons as there are Directors to be elected. Cumulative voting shall not be allowed in the election of Directors or for any other purpose.

ARTICLE VII CALL OF SHARES:

Any shares shall be callable on the vote of seventy-five (75%) of the outstanding shares at a meeting duly called for the purpose, at a price and on a payment schedule as specified in the By-Laws, and if no price or payment schedule is so specified, the price shall be the pro rata net book value thereof as of the last day of the month preceding the month in which the call is made, and the payment therefore shall be made in cash on receipt of shares. Such call need not be ratable; it may specify all or part of the shares of a particular shareholder. Such a call shall be made within thirty (30) days after any shareholder has ceased to be qualified to be a shareholder and shall be made with respect to all shares he owns.

ARTICLE VIII RIGHT OF REDEMPTION:

Each shareholder shall have the right to require the corporation to redeem all of his shares. If such a shareholder serves written demand on the corporation that it do so, the corporation shall redeem all of his shares at a price and on the time schedule provided in the By-Laws. If the By-Laws do not so provide, the price specified for called shares in paragraph VII shall be the price, and if the By-Laws fail to provide a time schedule, the share shall be redeemed for cash on receipt of such shares.

ARTICLE IX LIABILITY:

The corporation shall be liable for the acts, errors and

omissions of the employees of the corporation to the degree now or hereafter specified by law.

ARTICLE X DIRECTORS:

The number of Directors constituting the initial Board of Directors shall be one (1). The number of Directors may be either increased or decreased from time to time, but shall never be less than two (1).

The names and street addresses of each member of the initial Board of directors is:

Jeffrey B. Strouse
200 Pierce Street
Tampa, Florida 33609

He shall hold office until the first annual meeting of stockholders.

The President of this corporation shall be a shareholder and director. All other officers and directors of the corporation, to the extent possible, shall be persons eligible to be shareholders.

ARTICLE XI OFFICERS:

The names and address of each of the initial officers of the corporation are as follows:

Jeffrey B. Strouse	President
200 Pierce Street	Treasurer
Tampa, Florida 33609	

Angela Strouse	Secretary
6016 Pratt Street	
Tampa, Florida 33647	

ARTICLE XII MANAGEMENT OF CORPORATION:

The business affairs of the corporation shall be managed by the Board of directors.

ARTICLE XIII AGENT:

The initial registered agent for this corporation is Jeffrey B. Strouse, Esquire, and the initial registered office is located at 200 Pierce Street, Tampa, Florida 33609.

ARTICLE XIV ADDITIONAL PROVISIONS:

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount which is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

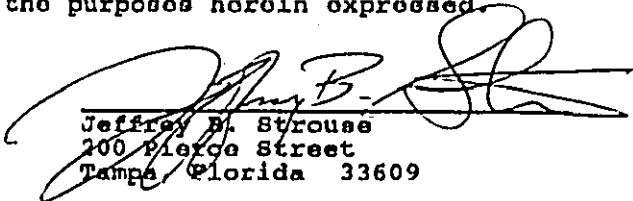
(i) make and amend By-Laws of the corporation;

(ii) establish such reserves as the Board may deem necessary and in the best interest of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit, pursuant to Chapter 6067, Florida Statutes, do hereby make and file these Articles of Incorporation hereby declaring and certifying that the facts stated herein are true, and each does agree to take the shares of stock hereinabove authorized in the following amounts:

Jeffrey B. Strouse 100 shares

The undersigned original subscriber has executed these Articles of Incorporation for the purposes herein expressed.

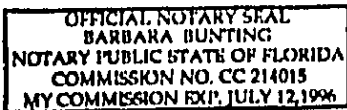

Jeffrey B. Strouse
200 Pierce Street
Tampa, Florida 33609

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that the foregoing instrument was acknowledged before me, an officer duly qualified to take acknowledgments, on this 5th day of July, 1995 by Jeffrey B. Strouse, President and Treasurer of Jeffrey B. Strouse, P.A., a Florida corporation, and that as such officer, he

executed said instrument on behalf of the corporation. He is personally known to me or has produced _____ as identification.



Barbara Bunting
Notary Public
BARBARA BUNTING
(Printed or Typed Name
of Acknowledger)

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that the foregoing instrument was acknowledged before me, an officer duly qualified to take acknowledgments, on this _____ day of _____, 1995 by Angela Strouse, Secretary of Jeffrey B. Strouse, P.A., a Florida corporation, and that as such officer, she executed said instrument on behalf of the corporation. She is personally known to me or has produced _____ as identification.

Notary Public

(Printed or Typed Name
of Acknowledger)

CONSENT OF REGISTERED AGENT

Having been named as resident Agent for Jeffrey B. Strouse, P.A., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

Jeffrey B. Strouse
Jeffrey B. Strouse

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that on this 5th day of July, 1995, before me an officer duly qualified to take acknowledgments, appeared Jeffrey B. Strouse, who is personally known to me or has produced as identification, and that he executed the foregoing instrument for the purpose contained therein.

Barbara Bunting
Notary Public

BARBARA BUNTING
(Printed or Typed Name
of Acknowledger

OFFICIAL NOTARY SEAL
BARBARA BUNTING
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 214015
MY COMMISSION EXP. JULY 12, 1996

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL -6 AM 8:54

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

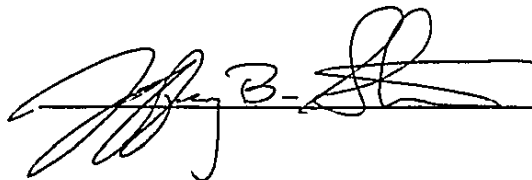
1. The name of the corporation is:

Jeffrey B. Strouse P.A.

2. The name and street address of the registered agent and office is:

200 Pierce St. Tampa, FL. 33609

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

A handwritten signature in dark ink, appearing to read "Jeffrey B. Strouse", is written over a horizontal line.