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December 21, 1995

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Enclosures
cc: Scott A. Cleary, P.A.
CLEARY@SECST.I
94-013/543-1

795A-5562C



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 29, 1995

DENNIS E. HAYES
233 EAST BAY STREET STE 620
JACKSONVILLE, FL 32202

SUBJECT: SCOTT A. CLEARY, P.A.
Ref. Number: W95000025101

We have received your document for SCOTT A. CLEARY, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The specific nature of business of the professional association must be stated in the 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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 295A00055624

ARTICLES OF INCORPORATION
OF
SCOTT A. CLEARY, P.A.

FILED
35 DEC 26 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1-196

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Scott A. Cleary, P.A. The corporation's initial principal office and mailing address are located at 200 West Forsyth Street, Suite 800, Jacksonville, Florida 32202.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in the practice of law or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on January 1, 1996.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 200 West Forsyth Street, Suite 800, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is Scott A. Cleary. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott A. Cleary	200 West Forsyth Street, Suite 800 Jacksonville, Florida 32202

ARTICLE VII

INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Scott A. Cleary	200 West Forsyth Street, Suite 800 Jacksonville, Florida 32202

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rata share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 21st day of December, 1995.

 (SEAL)
Scott A. Cleary, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this the
21 day of December, 1995, by Scott A. Cleary, who is personally
known to me, or who has produced his drivers license or other type
of identification none and who did take an oath.

Nancy J. Loznicka
Notary Public
My Commission Expires: _____



NANCY J. LOZNICKA
MY COMMISSION # CC473058 EXPIRES
June 15, 1999
BONDED THIRD TROY INSURANCE, INC.

(Typed, Stamped or Printed)

Serial Number (if any)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes,
Scott A. Cleary, P.A., desiring to organize under the laws of the
State of Florida with its initial principal office, as indicated in
its articles of incorporation, being located at 200 West Forsyth
Street, Suite 800, Jacksonville, Florida 32202, has designated
Scott A. Cleary as its initial registered agent to accept service
of process within this state, and has designated as its initial
registered office the following address: 200 West Forsyth Street,
Suite 800, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes,
the undersigned, having been designated as the initial Registered
Agent for the service of process within the State of Florida upon
Scott A. Cleary, P.A., a corporation organized under the laws of
the State of Florida, does hereby accept the appointment as such
Registered Agent for the above-named corporation, and does hereby
agree to comply with the provisions of Section 48.091(2) relative
to keeping open the Registered Office of said corporation, which
Registered Office is located at 200 West Forsyth Street, Suite 800,
Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have
hereunto set my hand and seal at Jacksonville, Duval County,
Florida, on this 21st day of December, 1995.



Scott A. Cleary, as Registered Agent