

ALFONSO & OHALL
ATTORNEYS & COUNSELLORS AT LAW

Reply to:

P.O. Box 173023
Tampa, Florida 33602

P96000003982

January 5, 1996

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

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-01/10/96--01047--003
****122.50 ****122.50

RE: **ALFONSO & OHALL, P.A.**

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, together with my check in the amount of \$122.50 to cover the expense of filing the enclosed Articles. Please return a certified copy of the Charter along with a copy of the Articles as soon as possible.

Respectfully yours,


Suzette M. Alfonso

SMA/yim
Enc: as stated.

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95 JAN 10 AM 9:11
DEPT. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED JAN 12 1996

**ARTICLES OF INCORPORATION
OF**

ALFONSO & OHALL, P.A.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is **ALFONSO & OHALL, P.A.**

ARTICLE II: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having a par value of (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The corporation, and the parties hereto, shall take whatever action shall be necessary to cause the shares of the corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and regulations issued thereunder.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 2522 W. Kennedy Blvd., Tampa, Florida 33609, and the name of the initial registered agent at such address is Suzette M. Alfonso, Esquire. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) Directors, whose name and post office address is as follows:

CARL J. OHALL, ESQUIRE
P.O. BOX 173023
TAMPA, FL 33602

SUZETTE M. ALFONSO, ESQUIRE
P.O. BOX 173023
TAMPA, FL 33602

who shall hold office until the first annual meeting of the shareholders, and until his/her successors shall have been elected and qualified or until his/her earlier resignation, removal from office or death. The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE VIII: INCORPORATOR

The name and post office address of the person filing these Articles of Incorporation as Incorporator is as follows:

Carl J. Ohall, Esquire
P.O. Box 173023
Tampa, Florida 33602

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator above named has set his hand and seal this 5th day of January, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.


Carl J. Ohall, Esquire

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me personally appeared Carl J. Ohall, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 5th day of January, 1996.


NOTARY PUBLIC
My Commission Expires:



SUZETTE M ALFONSO
My Commission CC460679
Expires May. 08, 1999
Bonded by HAI
800-422-1888

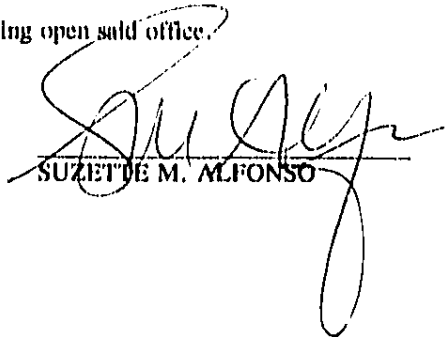
RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

ALFONSO & O'HALL, P.A., desiring to organize under the laws of the State of Florida with its principal office located at P.O. Box 173023, has named Suzette M. Alfonso, Esquire, located at 2522 West Kennedy Blvd., Tampa, Florida 33609, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


SUZETTE M. ALFONSO

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96 JAN 10 AM 9:11
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301 (904) 224-8000

Mailing Address: Post Office Box 10149, 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 \$ _____

File 1st

VD 7/23

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/22		
TIME	9:30		CK No. _____
BY	87		

WALK-IN
Will Pick Up _____

9600003982

	O.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -	200004306042	
Fictitious Name File	07/26/96 01087-004	
	*****35.00 *****35.00	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL 32301

SUBJECT: ALFONSO & OHALL, P.A.
Ref. Number: P96000003982

We have received your document for ALFONSO & OHALL, P.A. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

The date of adoption of each amendment must be included in the document.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 996A00035248

corrected

**ARTICLES OF DISSOLUTION
OF
ALFONSO & OHALL, P.A.**

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

We, the undersigned President and Secretary of **ALFONSO & OHALL, P.A.**, a stock corporation organized under the laws of the State of Florida, do hereby, for the purposes of complying with the provisions of Section 607.1403 of the Florida General Corporations Act, in relation with the voluntary dissolution of corporations, make and attest these Articles of Dissolution, and certify as follows:

1. The name of the corporation is **ALFONSO & OHALL, P.A.**
2. The Certificate of Incorporation of said Corporation was filed in the office of the Secretary of the State of Florida, on the 10th day of January, 1996.
3. The said Corporation elects to dissolve. The amendmnet was adopted on July 19, 1996.
4. The names and post offices addresses of its Directors are as follows:

**CARL J. OHALL, P.A.
POB 173023
TAMPA, FL 33672**

**SUZETTE M. ALFONSO
POB 173023
TAMPA, FL 33672**

5. The names, titles and post office addresses of the officers of the Corporation are:

**CARL J. OHALL, PRES. & TREASURER
SUZETTE M. ALFONSO, VICE-PRES. & SECRETARY**

6. That the Board of Directors of said Corporation, at a meeting duly held and called for that purpose at the law offices of Alfonso & Ohall, P.A., 300 S. Hyde Park Ave., Suite 270, Tampa, Florida 33606, notice of which said Meeting was duly waived by each and all of the Directors, as

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96 JUL 23 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

appears in the writing annexed and forming a part of the Minutes of said Meeting of said Directors, did, by the unanimous vote of the whole Board, adopt the following resolutions:

RESOLVED, that, subject to the approval of the Shareholders of the corporation, and effective with the date of such approval, a plan of complete liquidation and dissolution of ALFONSO & OHALL, P.A., and it hereby is, adopted to effect to dissolve the Corporation in accordance with the resolutions set out below.

RESOLVED, that the Directors, Officers and Counsel for the Corporation be authorized and directed to take the following steps to effect complete transfer and dissolution of the Corporation as soon as reasonably practical.

7. And, at a Special Meeting of the Shareholders, the owners and holders of all of the shares of the issued and outstanding stock of ALFONSO & OHALL, P.A. did vote in favor of the Resolution adopted by the Board of Directors.

8. All debts, obligations and liabilities of the Corporation have been paid or discharged, or adequate provisions made for their payment and/or discharge, to wit: Assets and liabilities to be transferred to newly forming corporation of Alfonso & Ohall, P.A.

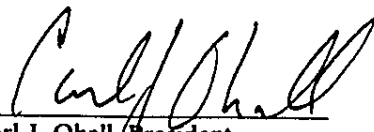
9. The remaining assets of the Corporation will be distributed among its Shareholders in accordance with their respective interest in the Corporation.

10. There are no actions pending against the Corporation in any Court.

IN WITNESS WHEREOF, we have made and executed these Articles of Dissolution of ALFONSO & OHALL, P.A., this 19th day of July, 1996, at Tampa, Florida.

ALFONSO & OHALL, P.A.

BY:

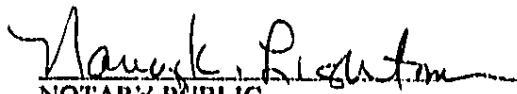

Carl J. Ohall, President

ATTEST:

(CORPORATE SEAL)


Suzette M. Alfonso, Secretary

The foregoing instrument was acknowledged before me this 19th day of July, 1996, by CARL J. OHALL, as President, and SUZETTE M. ALFONSO, as Secretary, of ALFONSO & OHALL, P.A., a Florida corporation, on behalf of the Corporation.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission expires:



NANCY K. LIGHTNER
COMMISSION # CC 524103
EXPIRES JAN 10, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.