

P96000007506

FOWLER, BARICE & FEENEY

FILED

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

EMPIRE BUILDING
28 W. CENTRAL BLVD.
ORLANDO, FLORIDA
32801

96 JAN 22 PM 2:40
TELEPHONE: (407) 428-9984
TELEFAX: (407) 428-2880
TALLAHASSEE, FLORIDA

JAMES A. FOWLER
CAROLE JOY BARICE
THOMAS C. FEENEY, III
MARY L. BNEED

January 18, 1996

FLORIDA DEPT. OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for James A. Fowler, P.A. Please incorporate this business and return the certified copy at your earliest convenience. A check in the amount of \$122.50 is enclosed to cover your filing fees.

Sincerely yours,

Kathy A. Palasz
Legal Assistant

:kap
Enc.

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****122.50 ****122.50

PH 1/24/96

**ARTICLES OF INCORPORATION
OF
JAMES A. FOWLER, P.A.**

FILED
96 JAN 22 01 2:00
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JAMES A. FOWLER, P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This general nature of the business or businesses to be transacted by this corporation shall be and to carry on and undertake any business undertakings, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, brokers, concessionaires, commission persons and agents; to undertake and execute any trusts the undertakings of which may seem to this corporation desirable; to use and apply its surplus earnings or accumulated profits, authorized by law, to be reserved to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such term as its Board of Directors shall determine; to conduct its business in other states, territories and possessions of the United States, and in foreign countries, and to have one office, or more than one office, outside the State of Florida, except as may be otherwise provided by law; to engage in any other business or to do any and all acts and things incident or which the Board of Directors may deem necessary to the carrying out or the success of any business defined above.

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designed as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as it may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 28 West Central Blvd., Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is James A. Fowler.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors, the number of directors may either be increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Director of this corporation is:

James A. Fowler
28 West Central Blvd.
Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these articles is: James A. Fowler, 28 West Central Blvd., Orlando, FL 32801.

ARTICLE IX - OFFICERS

The corporation shall have three offices which may be occupied by one individual. The initial officer and their initial occupants, which may be changed by vote of the Board of Directors or as otherwise provided in the By-laws are:

President/Secretary/Treasurer: James A. Fowler

ARTICLE X - POWERS

In furtherance and not in limitation of the powers conferred by Statute, the corporation shall have and may exercise the following powers:

A. If the By-laws so provide, the corporation shall have power to hold meetings, both of Stockholders and Directors, either within or without the State of Florida, at such places as may, from time to time, be designated by the Board of Directors. Meetings of Directors and of Stockholders may be held upon such notice thereof as may be set forth in the By-laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-laws of the corporation shall not prevent, and nothing herein shall be construed, as prevention of any Stockholder or Director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-laws of this corporation consistent therewith.

B. The number of Directors of the corporation shall be fixed from time to time by the By-laws and may be increased or decreased as shall be provided by the By-laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of Directors, or by death, resignation or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such

vacancy shall hold office until the next annual meeting of the Stockholders and until his successor shall have been elected and shall have been qualified.

C. The corporation in its By-laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by Statute.

D. It shall not be necessary for any officer of the corporation to be a Director or a Stockholder, except that the President must be both a Director and Stockholder.

E. The annual meeting of the Stockholders shall be held on such day as may be fixed by the By-laws of the corporation, and the date of such meeting may be changed from time to time as the By-laws may provide; and the manner of calling meetings of Stockholders and Directors may be fixed by the By-laws.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

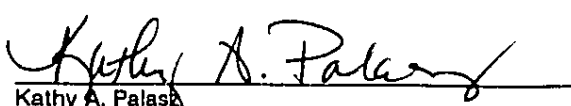
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a unanimous vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 18 day of January, 1996.


JAMES A. FOWLER

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of January, 1996 by James A. Fowler who is personally known to me or who produced N/A as identification.


Kathy A. Palasz
Notary Public - State of Florida
Commission No.: CC 368374
Commission Exp.: 11/2/98



KATHY A. PALASZ
My Commission CC368374
Expires Nov. 02, 1998

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

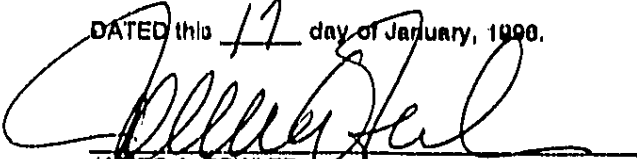
JAN 22 PM 2:40

CLERK OF STATE
TALLAHASSEE, FLORIDA


In compliance with Sections 48.091 and 407.034 of the Florida Statutes, the following is submitted:

FIRST that JAMES A. FOWLER, P.A. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 28 West Central Blvd., Orlando, Florida 32801, has named James A. Fowler as its agent to accept service of process within Florida.

DATED this 17 day of January, 1996.

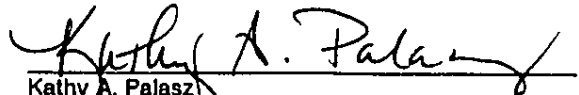

JAMES A. FOWLER

Having been named to accept service of process for the above-named 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 performance of my duties.


JAMES A. FOWLER, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17 day of January, 1996 by James A. Fowler who is personally known to me or who produced N/A as identification.


Kathy A. Palasz
Notary Public - State of Florida
Commission No.: CC 388374
Commission Exp.: 11/2/96



KATHY A PALASZ
My Commission CC388374
Expires Nov. 02, 1996

P96000007506

FOWLER, BARICE & FEENEY

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

JAMES A. FOWLER
CAROLE JOY BARICE
THOMAS C. FEENEY, III
MARY L. SNEED

EMPIRE BUILDING
96 W. CENTRAL BLVD.
ORLANDO, FLORIDA
32801

TELEPHONE: (407) 426-2004
TELEFAX: (407) 426-0000

April 23, 1996

FLORIDA DEPT. OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
1996 APR 29 11:00 AM
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Dear Sir/Madam:

Enclosed please find the original and one copy of an Amendment of Articles of Incorporation for James A. Fowler, P.A. A check in the amount of \$35.00 is enclosed to cover your filing fees.

Sincerely yours,

Kathy A. Palasz
Legal Assistant

:kap
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 AM 10:53
SH 5/7
Amend
& NC

AMENDMENT OF
ARTICLES OF INCORPORATION OF
JAMES A. FOWLER, P.A.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Amendment to Articles of Incorporation, filed January 22, 1996, document number P0000007500.

FIRST: Article I, the name of the corporation, shall be amended as follows:

FROM: James A. Fowler, P.A.
TO: Carole Joy Barico, P.A.

SECOND: Article VI, the registered office and agent, shall be amended as follows:

Carole Joy Barico
28 West Central Blvd.
Orlando, FL 32801

THIRD: Article IX, the officers of the corporation, shall be amended as follows:

FROM: President/Secretary/Treasurer: James A. Fowler
TO: President/Secretary/Treasurer: Carole Joy Barico

FOURTH: The amendment was unanimously approved and adopted by the Board of Directors on the 17th day of April, 1996 and will become effective immediately.

FIFTH: The amendment was approved by all the members of the corporation on the 17th day of April, 1996 with an immediate effective date.


SIXTH: The amendment was unanimously approved and consented to by the shareholders of the corporation entitled to vote on the 17th day of April, 1996 with an immediate effective date.

DATED this 23 day of April, 1996.

JAMES A. FOWLER, P.A.


By: James A. Fowler, President

ATTEST:


By: James A. Fowler, Secretary

SECRETARY OF STATE
OFFICE OF THE CLERK
96 APR 29 AM 10:53

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of April, 1998, by James A. Fowler who is personally known to me or who has produced N/A as identification.



KATHY A. PALASZ
My Commission CC368374
Expires Nov. 02, 1998

Kathy A. Palasz
Kathy A. Palasz
Notary Public State of Florida
Commission Number: CC368374
Commission Expires: 11-2-98

ACCEPTANCE OF AGENT UPON WHICH PROCESS MAY BE SERVED

Having been named to accept service of process for the above-named corporation, at the place designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Carole Joy Barice
Carole Joy Barice, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of April, 1995, by Carole Joy Barice who is personally known to me or who has produced N/A as identification.



KATHY A. PALASZ
My Commission CC368374
Expires Nov. 02, 1998

Kathy A. Palasz
Kathy A. Palasz
Notary Public State of Florida
Commission Number: CC368374
Commission Expires: 11-2-98