

P96000009144

GOODMAN & WHITWORTH, P.A.

ATTORNEYS AT LAW

January 23, 1996

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-01/26/96--01050--022
****17.50 ****17.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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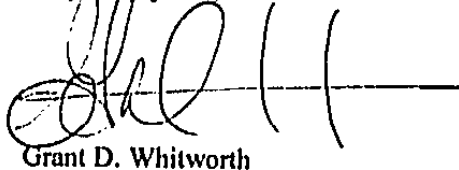
Re: Tallandier-Smartt & Everett-Jones, P.A.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Tallandier-Smartt & Everett-Jones, P.A. for filing, along with a check in the amount of \$122.50. Please send the certified copies of the Articles of Incorporation to me at the address on the letterhead.

Thank you for your prompt attention to this matter. If there are any problems, please give me a call.

Very truly yours,



Grant D. Whitworth

GDW/bas
Encls.

FILED
96 JAN 26 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
1/30/96

The undersigned incorporators, desiring to form a professional service corporation for profit, under Florida Statutes Chapters 607.0101 *et seq.*, and 621.01 *et seq.*, hereby execute and acknowledge these

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

TALLANDIER-SMARTT & EVERETT-JONES, P.A.

ARTICLE I

The name of this corporation shall be **TALLANDIER-SMARTT & EVERETT-JONES, P.A.**

ARTICLE II

The principal office and mailing address of this corporation shall be

2700 Dr. Martin Luther King, Jr., Blvd.
Barnett Place, Suite 410
Tampa, FL 33607

ARTICLE III

This corporation is formed for the purpose of rendering professional legal services and conducting any business or business transaction lawfully permitted by Rule 4-8.6, Rules Regulating the Florida Bar and The Professional Service Corporation Act.

ARTICLE IV

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1000 shares of common stock, with a par value of \$10.00 per share, the consideration for which may be paid by money, property, or services as may be fixed by the board of directors from time to time.

ARTICLE V

The initial registered office of this corporation shall be located at 300 S. Hyde Park Blvd., Suite 250, Tampa, Fl 33606, and the initial registered agent of this corporation shall be **Grant D. Whitworth**, who is familiar with the obligations of that position and whose signature on these Articles constitutes his acceptance of that appointment. This corporation shall have the right to change such registered office and registered agent from time to time as provided by law.

ARTICLE VI

By-laws of this corporation may be adopted, altered, or amended by the directors or trustees at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provision of these Articles of Incorporation.

ARTICLE VII

This corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

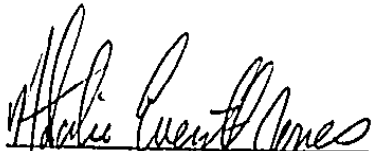
The incorporators of **TALLANDIER-SMARTT & EVERETT-JONES, P.A.**
are:

NIRLAINE TALLANDIER SMARTT as to 50% ownership

and

NATALIE EVERETT JONES, as to 50% ownership.

Signed by the incorporators this 19th day of January, 1996.


NATALIE EVERETT JONES


NIRLAINE TALLANDIER SMARTT

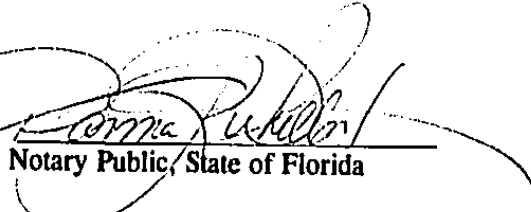
State of Florida
County of Hillsborough

I HEREBY CERTIFY that before me this day, personally appeared Natalie Everett Jones and Nirlaine Tallandier Smartt, known to be the individuals described in the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purpose therein expressed and who presented Florida Driver's Licenses as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 19th day of January, 1996.

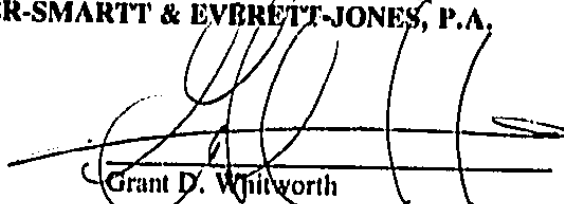


OFFICIAL SEAL
DONNA LEA WHITLOCK
My Commission Expires
Feb. 18, 1997
Comm. No. CC 260761


Notary Public, State of Florida

REGISTERED AGENT'S ACCEPTANCE:

I HEREBY affirm that I am familiar with and accept the duties and responsibilities as registered agent for **TALLANDIER-SMARTT & EVBRETT-JONES, P.A.**

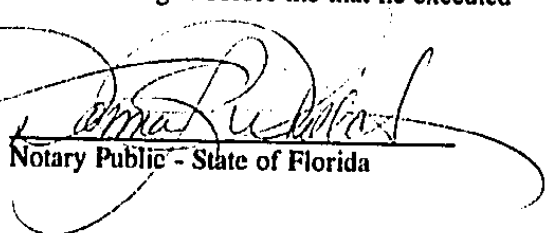

Grant D. Whitworth
Registered Agent

State of Florida
County of Hillsborough

I HEREBY CERTIFY that before me on this day, personally appeared Grant D. Whitworth, personally known to me and who acknowledged before me that he executed the registered agent's acceptance above.



OFFICIAL SEAL
DONNA LEA WHITLOCK
My Commission Expires
Feb. 18, 1997
Comm. No. CC 260761


Notary Public - State of Florida

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TALLAHASSEE, FLORIDA