

FROST & JACOBS

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WILSON

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ALBERT F. TOLSON

October 18, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Filing Articles of Incorporation for
Roi E. Baugher II, P.A., a Florida
professional corporation

Gentlemen:

Enclosed are Articles of Incorporation for Roi E. Baugher II, P.A., a Florida professional corporation, together with a check in the amount of \$131.25 made payable to your order for filing fees, a certified copy of the articles of incorporation, and a certificate of corporation.

A prepaid self-addressed envelope has also been included for the return of the certified copy and certificate of corporation.

Thank you.

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Very truly yours,

FEB 5 1996 BSB

REB:lsk
Enclosures

Roi E. Baugher II
For the Firm

RECEIVED

DEC 26 1995

ATSCIR#5145

ARTICLES OF INCORPORATION
OF
ROI E. BAUGHER II, P.A.
a Florida professional corporation

FILED
96 JAN 31 AM 10:26
SHERIFF, CITY OF STATE
JD TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation under the Florida Professional Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Roi E. Baugher II, P.A.

ARTICLE II

Purpose

The purpose for which the Corporation is formed is to engage in the practice of law through its officers, agents and employees who are duly licensed and otherwise legally authorized to practice law in the State of Florida, and to engage such other ancillary activities permitted under the Florida Professional Corporation and Limited Liability Company Act.

ARTICLE III

Principal Office

The street address and the mailing address of the Corporation is 4001 Tamiami Trail North, Suite 220, Naples, Florida 33940-8703.

ARTICLE IV

Term of Existence

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V

Shares

The Corporation is authorized to issue five hundred (500) shares in the aggregate, which shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE VI

Registered Office and Resident Agent

The street address of the initial registered office of the Corporation is 4001 Tamiami Trail North, Suite 220, Naples, Florida 33940-8703 and the name of its initial Registered Agent at such address is Roi E. Baugher II.

ARTICLE VII

Incorporator

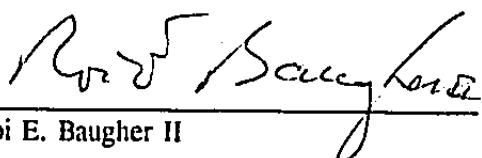
The name and address of the sole Incorporator is Roi E. Baugher II, 4001 Tamiami Trail North, Suite 220, Naples, Florida 33940-8703.

ARTICLE VIII

Shareholders and Directors

The shares of the Corporation may only be held by persons who are duly licensed and otherwise legally authorized to practice law in the State of Florida. Directors of the Corporation must also be duly licensed and otherwise legally authorized to practice law in the State of Florida.

IN WITNESS WHEREOF, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 18 day of October, 1995.


Roi E. Baugher II

0245710.01

ACCEPTANCE OF APPOINTMENT

FILED

96 JAN 31 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Roi E. Baugher II, named as the initial Registered Agent for Roi E. Baugher II, P.A., hereby (i) accepts the appointment of Registered Agent for said corporation, and (ii) states that he is familiar with, and accepts, the obligations of the position of Registered Agent under the Florida Business Corporation Act.

Roi E. Baugher II

Roi E. Baugher II