

P96000014193

MOSLEY & HOSKINS, P.A.

ATTORNEYS AT LAW

2125 N.E. COACHMAN ROAD, SUITE 2

CLEARWATER, FLORIDA 34625

TELEPHONE: (813) 446-4089

FAX NO: (813) 442-6600

ROBERT L. HOSKINS, III

MANUEL E. PENTON, JR.

CRIMINAL & CIVIL TRIAL LAWYERS

NUGENT M. WALSH
OF COUNSEL

LOYD G. MOSLEY
(1925-1990)

February 2, 1996

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

200001701222
-02/05/96--01053--014
*****122.50 *****122.50

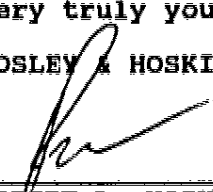
Gentlemen:

Enclosed is Articles of Incorporation for Hoskins & Penton, P.A.
and our check in the amount of \$122.50 incorporation fee. A self-
addressed stamped envelope is enclosed for the return of the
certified copy.

Thank you for your cooperation.

Very truly yours,

MOSLEY & HOSKINS, P.A.

By 
ROBERT L. HOSKINS, III

Enc.
RLH:jhr

FEB 8 1996

96 FEB -5 PM 12:34

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W92-2946

615



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

February 8, 1996

MOSLEY & HOSKINS, P.A.
2133 N.E. COACHMAN ROAD
SUITE B
CLEARWATER, FL 34625

SUBJECT: HOSKINS AND PENTON, P.A.
Ref. Number: W96000002946

We have received your document for HOSKINS AND PENTON, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 396A00005592

HOSKINS & PENTON, P.A.

ATTORNEYS AT LAW

TELEPHONE: PINELLAS (813) 448-4089
PALCO (813) 042-0118
FAX NO: (813) 442-8000

ROBERT L. HOSKINS, III
MANUEL E. PENTON, JR.
CIVIL & CRIMINAL TRIAL LAWYERS

NUBERT M. WALSH
OF COUNSEL

February 13, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
Attn: Brenda Baker

Re: Articles of Incorporation
Hoskins & Penton, P.A.
Ref. Number: W96000002946

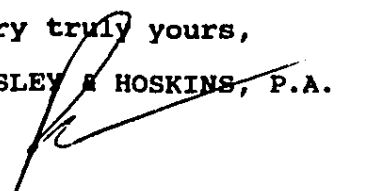
Dear Ms. Baker:

Pursuant to your request, enclosed herewith is the Articles of Incorporation, with the Acceptance by Registered Agent attached. You have our check in the amount of \$122.50 and the self-addressed envelope for the return of the certified copy.

Please complete your handling of this and return a certified copy to this office. Thank you for your cooperation.

Very truly yours,

MOSLEY & HOSKINS, P.A.

By 
ROBERT L. HOSKINS, III

Enc.
RLH: jr

PLEASE REPLY TO THE CLEARWATER ADDRESS:

2123 N. E. COACHMAN ROAD, CLEARWATER, FLORIDA 34625
8040 STATE ROAD 54, SUITE 20, NEW PORT RICHEY, FLORIDA 34653

ARTICLES OF INCORPORATION
OF

HOSKINS AND PENTON, P.A.

FILED

96 FEB -5 PM 12:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribe to these Articles of Incorporation, as natural persons competent to contract and as attorney at law, duly licensed to render services as such under the laws of the State of Florida, and hereby present these Articles for the formation of a corporation under Chapters 608 and 621, Florida Statutes.

ARTICLE I

The name of this Corporation is Hoskins and Penton, P.A.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

A. To engage in every phase and aspect of the business of the practice of law, rendering these same professional services to the public that attorneys at law, duly authorized under the laws of the State of Florida, are authorized to render, but such professional services shall be rendered only through officers and employees and agents duly licensed or legally authorized to render such professional services under the laws of the State of Florida for the practice of law.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.

D. The corporate structure will provide a vehicle for more efficient control of the business procedures. It further provides simplified entry and withdrawal of associated professional

employee-stockholders. The corporate structure may be utilized to better develop programs designed to attract and hold outstanding professional and lay employees, lending continuity to the employee group and reducing turnover.

E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock having a nominal or par value of ten dollars (\$10) per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV

The amount of capital with which this Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this Corporation in the State of Florida is 2123 N.E. Coachman Road, Suite B, Clearwater, Florida 34625. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

Any stockholder of this Corporation shall be deemed a Director of the Corporation. The Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time as there may be stockholders of the Corporation, but the Directors shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors shall be as follows:

Manuel E. Ponton, Jr., 2123 N.E. Coachman Road, Clearwater, Florida 34625.

Robert L. Hoskins, III, 2123 N.E. Coachman Road, Clearwater, Florida 34625.

ARTICLE IX

The name and post office address of the subscribers of these Articles of Incorporation, a professional association for the practice of law, said subscribers being attorneys at law duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock that they agree to take, and the value of the consideration thereof is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE OF CONSIDERATION</u>
Manuel E. Ponton, Jr.	2123 NE Coachman Rd. Clearwater, FL 34625	49	\$490.00
Robert L. Hoskins, III	2123 NE Coachman Rd. Clearwater, FL 34625	51	\$510.00

ARTICLE X

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

At all elections of Directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two (2) or more of them, as he may see fit.

ARTICLE XII

No contracts or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a Director or officer of, such other corporation, and any Director individually or jointly may be a party to, or may be interested in, any contract

or transaction of this Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation, with any person, firm or corporation, shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII

Any Director of this Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a Director.

ARTICLE XIV

RESTRAINT ON ALIENATION OF SHARES

The shareholders of this Corporation shall have the power to include in the Bylaws, adopted by a two-thirds (2/3) majority of the shareholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this Corporation by and of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholder's meeting specially called for such purpose. If any shareholder becomes legally disqualified to practice in the State of Florida, or is elected to public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE XV

ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes

and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. This Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. This Corporation shall have the power to deny to the holders of the Common Stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this Corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

C. This Corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of shares, in accordance with the Bylaws adopted by the shareholders of this Corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

D. This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by the shareholder who dies, in accordance with the Bylaws adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of this Corporation is not impaired.

E. This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. A Pension Plan;
2. A Profit-Sharing Plan;
3. A Stock Bonus Plan;
4. A Deferred Compensation Plan;
5. A Restricted Stock Option Plan; or
6. Other Insurance Plans, Retirement Plans or Incentive Compensation Plans.

ARTICLE XVI

AMENDMENT

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders 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 this reservation.

ARTICLE XVII

RESIDENT AGENT

The name and post office address of the first Resident Agent of these Articles of Incorporation is:

Robert L. Hoskins, III

2123 N.E. Coachman Rd., Suite B
Clearwater, Florida 34625

The Resident Agent may be removed or redesignated at any annual or special meeting of the stockholders by a two-thirds (2/3) majority vote of the stockholders.

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation, this 18th day of Feb., 1996.


MANUEL E. PENTON, JR.

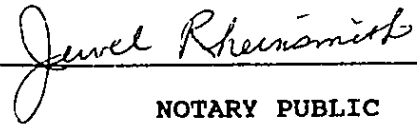

ROBERT L. HOSKINS, III

STATE OF FLORIDA

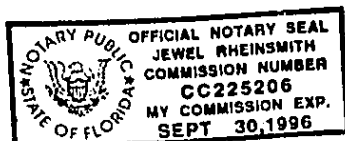
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared Manuel E. Penton, Jr. and Robert L. Hoskins, III, to me personally known to be the persons who subscribed to and signed the above and foregoing Articles of Incorporation, who, being by me first duly sworn, acknowledged and stated that they made and subscribed the above and foregoing Articles of Incorporation, for the uses and purposes therein expressed, and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid, this 18th day of FEBRUARY, 1996.


NOTARY PUBLIC

My Commission:



ACCEPTANCE BY REGISTERED AGENT

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

Dated: 2/13/96


ROBERT L. HOSKINS, III

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared ROBERT L. HOSKINS, III, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 13th day of February, 1996.


JEWEL RHEINSMITH
NOTARY PUBLIC

