

P96000014310

SMITH & SMITH

ATTORNEYS AT LAW

CITRUS FINANCIAL CENTER, SUITE 401
1717 INDIAN RIVER BOULEVARD
VERO BEACH, FLORIDA 33590

SHERMAN N. SMITH, JR.
SHERMAN N. SMITH, III

February 2, 1996

TELEPHONE 407-607-4001
FACSIMILE 407-607-4000

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

TELEPHONE 904-636-1137
FACSIMILE 904-636-1137
+122.50 +122.50

IN RE: SMITH & SMITH, P.A.

Gentlemen:

Enclosed are the original and one photocopy of the Articles of Incorporation for the above referenced new Florida corporation.

Please file the original of the Articles in your office and return to us a certified copy. Our check to your order in the sum of \$122.50 is enclosed.

Sincerely,

SNS,Jr.:SMP

Sherman N. Smith, Jr.

Encs.

[Handwritten signature of Sherman N. Smith, Jr.]
[Handwritten notes:]
6916 - 2884
00070
00502
00071
2/8/96
[Handwritten initials "DB" inside a circle]



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 8, 1996

SHERMAN N. SMITH JR.
1717 INDIAN RIVER BLVD. STE 301
VERO BEACH, FL 32960

SUBJECT: SMITH & SMITH, P.A.
Ref. Number: W96000002384

We have received your document for SMITH & SMITH, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00005511

SMITH & SMITH

ATTORNEYS AT LAW

**CITRUS FINANCIAL CENTER, SUITE 801
1717 INDIAN RIVER BOULEVARD
VERO BEACH, FLORIDA 33580**

**SHERMAN N. SMITH, JR.
SHERMAN N. SMITH, III**

**TELEPHONE 407-567-4001
FACSIMILE 407-567-4200**

February 13, 1996

**Ms. Terri Buckley
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314**

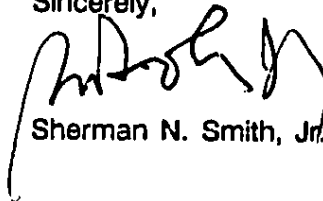
**IN RE: SMITH & SMITH, P.A.
Ref. Number: W9600002884.**

Dear Ms. Buckley:

Enclosed is a copy of your Letter Number: 896A00005511, together with original and one photocopy of Articles of Incorporation in which we have changed the name to "SMITH & SMITH, ATTORNEYS, P.A."

Please now file the original Articles and return a certified copy to us.

Sincerely,


Sherman N. Smith, Jr.

SNS,Jr.:SMP

Encs.

**ARTICLES OF INCORPORATION
OF
SMITH & SMITH, ATTORNEYS, P.A.**

The undersigned subscribers to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida adopt these articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is **SMITH & SMITH, ATTORNEYS, P.A.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this corporation is 1717 Indian River Boulevard, Suite 301, Vero Beach, Florida 32960.

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary or convenient for the rendering of professional services.

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 - CAPITAL STOCK

The authorized capital stock of the corporation shall consist of 100,000 shares of common stock with a \$1.00 par value per share. The capital stock of the professional service corporation may not be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights. The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1717 Indian River Boulevard, Suite 301, Vero Beach, Florida 32960. The name of the initial registered agent at that address is Sherman N. Smith, III.

ARTICLE VIII - BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial board of directors shall consist of three members. The names and addresses of the members of the first Board of Directors are:

Sherman N. Smith, Jr.	1717 Indian River Boulevard, Suite 301 Vero Beach, FL 32960
Sherman N. Smith, III	1717 Indian River BoulevardJ, Suite 301 Vero Beach, FL 32960
Anthony T. Golden	1717 Indian River Boulevard, Suite 301 Vero Beach, FL 32960

ARTICLE IX - SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation are:

Sherman N. Smith, Jr.	1717 Indian River Boulevard, Suite 301 Vero Beach, FL 32960
Sherman N. Smith, III	1717 Indian River Boulevard, Suite 301 Vero Beach, FL 32960
Anthony T. Golden	1717 Indian River Boulevard, Suite 301 Vero Beach, FL 32960

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation on the 2nd day of February, 1995.

Barbara F. VonHeubner
Stephanie M. Petrulak
as to Sherman N. Smith, Jr.

Sherman N. Smith, Jr.
Sherman N. Smith, Jr.

Barbara F. VonHeubner
Stephanie M. Petrulak
as to Sherman N. Smith, III

Sherman N. Smith, III
Sherman N. Smith, III

Barbara F. VonHeubner
Stephanie M. Petrulak
as to Anthony T. Golden

Anthony T. Golden
Anthony T. Golden

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Sherman N. Smith, III
Sherman N. Smith, III
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing Articles of Incorporation were acknowledged before me this 2nd day
of February, 1995, by Sherman N. Smith, Jr., Sherman N. Smith, III, and Anthony
T. Golden, who are personally known to me.

Stephanie M. Petrulak
Print Name: _____
Notary Public, State of Florida at Large
Commission No: _____
My Commission Expires: _____



STEPHANIE M. PETRULAK
MY COMMISSION # CO 222319 EXPIRES
September 18, 1998
BONDED BY TROY TROY INSURANCE, INC.