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LAW OFFICES OF  
**PETER R. MAYER**  
A PROFESSIONAL ASSOCIATION

SOUTHFOK PROFESSIONAL CENTRE  
4921 SOUTHFOK DRIVE, SUITE 2  
LAKELAND, FLORIDA 33813

TELEPHONE  
(841) 844-1749  
(841) 844-2100

TELEFACSIMILE  
(841) 844-1749

March 6, 1996

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32304

SECRETARY OF STATE  
-03/11/96--01049--003  
\*\*\*\*\$122.50 \*\*\*\*\$122.50

Re: Glen L. Brock, P.A.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for Glen L. Brock, P.A. as well as a check in the amount of \$122.50 which represents your total fee. Please file the Articles at your very first convenience.

Your cooperation and assistance is appreciated.

Very truly yours,

*Marsha Bottoms*

Marsha Bottoms  
Secretary to Peter R. Mayer, Esq.

mjb  
Enclosures

FILED  
96 MAR 11 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*SMB*  
*3/13/96*

ARTICLES OF INCORPORATION

OF

GLEN L. BROCK, P.A.

FILED

96 MAR 11 AM 11:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, competent to contract desiring to form a Professional Service Corporation under the laws of the State of Florida, hereby executes these Articles to form a corporation under the laws of the State of Florida and accepts all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the charter of the corporation hereby organized.

ARTICLE I - NAME

The name of this professional service corporation is:

GLEN L. BROCK, P.A.

ARTICLE II - DURATION

This professional service corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSE

The purpose of this corporation is to practice the profession of law. The sole and exclusive professional service to be rendered by the corporation is the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, or own real or personal property whether necessary for the rendering of professional services or otherwise.

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ARTICLE IV - CAPITAL STOCK

The capital stock of the corporation shall not exceed one hundred (100) shares of Ten (\$10.00) dollars par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL CAPITAL

The initial capital with which the professional service corporation will begin business shall not be less than Five Hundred and No/100ths (\$500.00) dollars.

ARTICLE VI - ADDRESS

The principal and initial office of the corporation shall be located at: 5151 South Lakeland Drive, Lakeland, Polk County, Florida 33813, and the mailing address shall be Post Office Box 5004, Lakeland, Polk County, Florida 33807.

ARTICLE VII - DIRECTORS

The number of directors of this professional corporation shall not be less than one (1) and not more than seven (7).

ARTICLE VIII- INITIAL DIRECTORS AND OFFICERS

The name and post office address of the first president, first treasurer and first secretary, and the Board of Directors, who shall all hold office for the first year of the professional

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service corporation's existence or until their successor shall have been elected and qualified pursuant to bylaws, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
GLEN L. BROCK	PRESIDENT/ SECRETARY	1352 Thomasville Circle Lakeland, FL 33811

ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber and the number of shares which each agrees to take are:

<u>NAME and ADDRESS</u>	<u>NUMBER OF SHARES</u>
GLEN L. BROCK 1352 Thomasville Circle Lakeland, Florida 33811	100

The Board of Directors shall have the authority to adopt a written plan whereby such common stock as is authorized hereunder shall be issued during a period specified in the plan, ending not later than two (2) years after the plan is adopted whereby the maximum amount in terms of dollars which is to be received by the corporation in consideration for stock issued pursuant to said plan is specifically stated and set forth, and further requiring that such stock must be issued only for money or property (other than stock or securities), and in this connection, the Board of Directors are and shall be authorized to determine how many shares shall be issued for and in exchange for property (other than money, stock or securities) and also the Board of Directors are and shall be authorized to estimate and determine the reasonable value of such property transferred to the professional service corporation.

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The Board of Directors shall also have the authority to issue unclaimed or unsubscribed shares after incorporation for such consideration as they deem expedient or appropriate, but in no case for less than \$10.00 in cash or in property (other than stock and securities) per share.

ARTICLE X - INCORPORATORS

The name and address of the incorporator of this professional service corporation is:

GLEN L. BROCK

1352 Thomasville Circle  
Lakeland, Florida 33811

ARTICLE XI- INDEMNIFICATION

The professional service corporation shall indemnify any officer, director or employee of the corporation, or any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XII - AMENDMENT

Unless otherwise set forth herein, the professional service corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE XIII  
PROVISIONS FOR REGULATION OF THE INTERNAL  
AFFAIRS OF THE CORPORATION AND DIRECTORS' POWERS

For the regulation of the business and for the conduct of the affairs of the professional service corporation, to create, divide, limit and regulate the powers of the corporation, the directors and the shareholders, provisions are made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the professional service corporation, except as the shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the professional service corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.

(b) Meetings of the incorporators, of the shareholders and of the directors of the professional service corporation, for all purposes, may be held at any place, either inside or outside the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid

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in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.

(f) The Board of Directors may designate from their number an executive committee which shall, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote for the Corporation at any special meeting, and thereupon the term of each Director or Directors who shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the

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Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or Officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or Officers of the Corporation are personally interested therein. Any Director or Directors, Officer or Officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from and disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he maybe in anywise interested.

(j) Subject always to bylaws made by the Shareholders, the



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Board of Directors may make bylaws and from time to time alter, amend or repeal any bylaws, but any bylaws made by the Board of Directors may be altered or repealed by the Shareholders.

ARTICLE XIV - ACTION OF STOCKHOLDERS WITHOUT MEETING

Any action of the stockholders may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the stockholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all stockholders sign the same document.

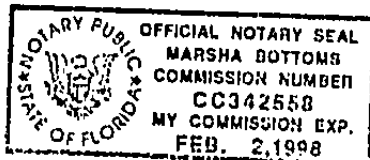
IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name this 27 day of February, 1996.

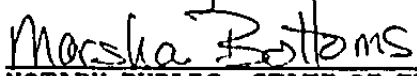
  
GLEN L. BROCK

STATE OF FLORIDA )  
COUNTY OF POLK )

BEFORE ME, the undersigned officer, this day personally appeared GLEN L. BROCK, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and seal of office at Lakeland, in said County and State, this 27 day of February, 1996.



  
NOTARY PUBLIC, STATE OF FLORIDA  
Print Name: Marsha Bottoms  
My Commission Expires: 2/2/98


(S E A L )

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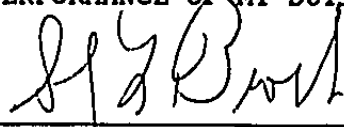
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

GLEN L. BROCK DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS  
OF THE STATE OF FLORIDA, WITH HIS PRINCIPAL PLACE OF BUSINESS AT  
THE CITY OF LAKE LAND, STATE OF FLORIDA, HAS NAMED GLEN L. BROCK  
LOCATED AT 5151 SOUTH LAKE LAND DRIVE, CITY OF LAKE LAND, STATE OF  
FLORIDA, 33813, AS HIS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
\_\_\_\_\_  
GLEN L. BROCK, PRESIDENT  
Date: 2-29-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED PROFESSIONAL SERVICE 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
GLEN L. BROCK, PRESIDENT  
Date: 2-29-96

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96 MAR 11 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA