

P96000023438

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No 52626

RE: Barnard +
SADL, PA.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	G.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> () Cert. Copy (w)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME 12 CK No. _____
 BY _____

WALK-IN 3/15 2:00
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

BARNARD & SCOTT, P.A.

FILED
JUN 15 PM 2:26
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE I

Names

The names of the corporation is Barnard & Scott, P.A.

ARTICLE II

Term Of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles Of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature Of Business

The purpose of the Corporation is the practice of law.

ARTICLE IV

Powers

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, note, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other governmental state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State Of Florida;

(k) To elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles Of Incorporation and the laws of the State Of Florida, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes;

(n) To transact any lawful business which the Board Of Directors of the Corporation shall find will be in aid of the governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

The Corporation is authorized to issue 1,000 shares having a par value of ten dollars (\$10.00) per share, and which shall be designated as Common Stock.

ARTICLE VI
Initial Registered Office And Agent

The street address of the initial registered office of the Corporation is 3634 Central Avenue, St. Petersburg, Florida 3711, its initial registered agent at such address is Charles D. Scott.

ARTICLE VII
Directors

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by the bylaws of the Corporation, provide that the Corporation shall always have at least one (1) but no more than ten (10) directors. The name and address of the initial directors of the corporation, who shall serve until his successors are duly elected and qualified, are:

Name	Address
Charles D. Scott	3634 Central Avenue St. Petersburg, Florida 33711
Douglas J. Barnard	3634 Central Avenue St. Petersburg, Florida 33711

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these Articles Of Incorporation is Charles D. Scott, 3634 Central Avenue, St. Petersburg, Florida 33711.

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board Of Directors.

ARTICLE X
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XI
Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may, from time to time, be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of share then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

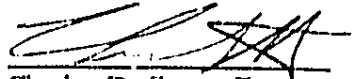
ARTICLE XII
Amendment

These Articles Of Incorporation may be amended in the manner provided by law.

ARTICLE XIII
Principal Place Of Business

The principal place of business and mailing address of this corporation shall be 3634 Central Avenue, St. Petersburg, Florida 33711


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 11th day of March, 1996.



Charles D. Scott, Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of March, 1996, by Charles D. Scott, who is personally known to me and who did take an oath.


Notary Public

My Commission Expires **KATHLEEN MASON**
Notary Public, State of Florida
My Comm. Expires Sept. 2, 1999
No. CC140433

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 any duties.

3-11-96



Charles D. Scott

FILED
MAR 15 PM 12:26
TALLAHASSEE, FLORIDA

P96000023438

KATHLEEN A. BELLAS, CPA

300 Central Avenue • Suite 1300

St. Petersburg, Florida 33701

Telephone (813) 823-2578

Fax (813) 823-8000

August 6, 1997

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

RE: Barnard & Scott, P.A.

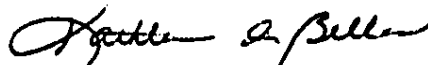
Dear Sir/Madam:

Enclosed are the articles of dissolution dissolving Barnard & Scott, P.A., a Florida corporation.

Please process these articles and send us an acknowledgment of acceptance in the enclosed return envelope.

If you have any questions regarding this matter, please contact me at 813-823-2578.

Sincerely,



Kathleen A. Bellas, CPA

Enclosure

cc: Douglas J. Barnard
Barnard & Scott, P.A.

W3 SEP 3 1997

COPY

Uldis

FILED
97 AUG 29 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
600002284206--0
-09/03/97--01083--005
*****35.00 *****35.00

**ARTICLES OF DISSOLUTION
OF
BARNARD & SCOTT, P.A.**

FILED
97 AUG 29 AM 9:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Barnard & Scott, P.A., in accordance with the Florida Business Corporation Act, hereby adopts the following articles Of Dissolution:

ARTICLE 1: NAME

The name of the corporation is Barnard & Scott, P.A.

ARTICLE 2: AUTHORIZATION

Dissolution was authorized on June 30, 1997

ARTICLE 3: SHAREHOLDER AGREEMENT

Dissolution was approved by a unanimous vote of the sole class/voting group of shareholders of the corporation. This unanimous approval was sufficient for dissolution.

ARTICLE 4: EFFECTIVE DATE

The effective date of dissolution is the date of acceptance and filing of the articles by the Florida Secretary Of The State Of Florida.

IN WITNESS WHEREOF, the undersigned has signed these Articles Of Dissolution is 30th day of June, 1997.

By:


Douglas J. Barnard, as Vice-President