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12 HAYS
TALLAHASSEE FL 32301
904-222-9171

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FILED



96 MAR 28 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 898165 7107213
AUTHORIZATION :
COST LIMIT : 4 PREPAID

ORDER DATE : March 27, 1996
ORDER TIME : 3:49 PM
ORDER NO. : 898165
CUSTOMER NO: 7107213

600001760846
-03/28/96--01030--003
***122.50 ***122.50

CUSTOMER: Ms. Terry Lynne Deason
THOMPSON ADAMS & HOFFMAN, P.A.
Suite 300
One Independent Drive
Jacksonville, FL 32202

EFFECTIVE DATE
3-21-96

DOMESTIC FILING

NAME: THOMPSON, ADAMS & HOFFMAN,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

RECEIVED
96 MAR 28 AM 9:49
DIVISION OF CORPORATION

KATHY H. MAR 28 1996

ARTICLES OF INCORPORATION
OF
THOMPSON, ADAMS & HOFFMAN, P.A.

FILED
96 MAR 28 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Thompson, Adams & Hoffman,
P.A.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized under Chapter 621, Florida
Statutes, for the sole purpose of rendering professional services
as lawyers.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue ten thousand (100,000)
shares of common stock having a par value of One Dollar (\$.10) per
share, which shares shall be and hereby are designated as "Common
Shares". Without action by the stockholders, any or all of the
authorized shares may be issued by the corporation from time to
time for such consideration as may be fixed by the Board of
Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be
perpetual, commencing on the date of execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be One Independent Drive, Suite 3100, Jacksonville, Florida 32202. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is One Independent Drive, Suite 3100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is William L. Thompson, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William L. Thompson, Jr.	One Independent Drive, Suite 3100 Jacksonville, FL 32202
Adam G. Adams, III	One Independent Drive, Suite 3100 Jacksonville, FL 32202
Karen C. Hoffman	One Independent Drive, Suite 3100 Jacksonville, FL 32202

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
William L. Thompson, Jr.	One Independent Drive, Suite 3100 Jacksonville, FL 32202

ARTICLE IX

BYLAWS

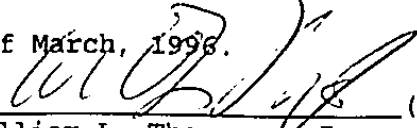
Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 21 day of March, 1996.



William L. Thompson, Jr., (SEAL)
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21
day of March, 1996, by William L. Thompson, Jr., who is personally
known to me or who has produced _____
_____ as identification.



LEANE DEMPSEY
Comm. No. CC 527123
My Comm. Exp. Mar. 31, 2000
Bonded thru Pichard Ins. Agcy.

(SEAL)

Leane Dempsey
Notary Public
Leane Dempsey
Print Name
My Commission expires: 3-31-00
Commission Number: CC 527123

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
THOMPSON, ADAMS & HOFFMAN, P.A.

FILED

96 MAR 28 PM 3:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Thompson, Adams & Hoffman, P.A., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 3100, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 21 day of March, 1996.



William L. Thompson, Jr.,
Registered Agent

P96000027471

THOMPSON & ADAMS, P.A.
ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 3131
JACKSONVILLE, FLORIDA 32202

WILLIAM L. THOMPSON, JR.
ADAM G. ADAMS, III
COURTNEY K. GRIMM

TELEPHONE: (904) 356-3131
TELEFAX: (904) 356-8009

November 20, 1996

Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314-6327

500002011205--3
-11/21/96--01050--016
*****87.50 *****87.50

Re: THOMPSON & ADAMS, P. A.

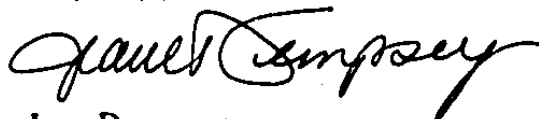
Dear Sir/Madam:

I am enclosing for filing one (1) ARTICLE OF AMENDMENT, regarding the above referenced matter. Also enclosed is our firm check, in the amount of \$87.50, representing the filing fee and certified copy charge.

Additionally, please find enclosed our self addressed envelope for return of the original stamped copy.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,



Jeane Dempsey
Paralegal

/jd
Enclosures

VS DEC 2 1996

N/C

FILED
96 NOV 21 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
THOMPSON, ADAMS & HOFFMAN, P.A.

FILED
96 NOV 21 PM 4:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Article I of the Articles of Incorporation of Thompson, Adams & Hoffman, P.A., hereby is amended to read:

The name of the corporation is "Thompson & Adams, P.A."

2. The foregoing amendment was adopted by the Board of Directors and approved by all of the shareholders of this Corporation on November 15, 1996.

3. Upon the effectiveness of the foregoing amendment, the corporation shall cease using its current name and shall begin to use the name as provided in Article I as hereby amended.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 19th day of November, 1996.



William L. Thompson, Jr., President



Adam G. Adams, III, Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19 day of November, 1996, by William L. Thompson, Jr., as President of Thompson, Adams & Hoffman, P.A., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.



JEANE DEMPSEY
Comm. No. CC 527123
My Comm. Exp. Mar. 31, 2000
Bonded thru Pichard Ins. Agcy.

Jeane Dempsey
Notary Public
Jeane Dempsey
Print Name
My commission expires: 3-31-00
Commission Number: CC-527123

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 19 day of November, 1996, by Adam G. Adams, III, as Secretary of Thompson, Adams & Hoffman, P.A., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.



JEANE DEMPSEY
Comm. No. CC 527123
My Comm. Exp. Mar. 31, 2000
Bonded thru Pichard Ins. Agcy.

Jeane Dempsey
Notary Public
Jeane Dempsey
Print Name
My commission expires: 3-31-00
Commission Number: CC-527123

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