

FROM M. JONES ADAMS & CRISLEY (THU) 07:16:00 14:00/ST. 14:00 NO. 0360 6730 P 1/6

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5/14/96 DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: M. JONES ADAMS & CRISLEY, P.A.
DEPARTMENT OF STATE 50 N. LAURA ST.
STATE OF FLORIDA 3400 BARNETT CENTER
409 EAST GAINES STREET JACKSONVILLE FL 32202-
TALLAHASSEE, FL 32399 CONTACT: CORINNE P. MCCLURE
FAX: (904) 922-4000 PHONE: (904) 354-1100
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GRIMSLEY, MARKER & ISLEY, P.A.
FAX AUDIT NUMBER: 096000006052 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature: [Signature] 5/16

DIVISION OF CORPORATIONS

96 MAY 16 PM 4:30

RECEIVED

Articles of Incorporation
of
GRIMSLEY MARKER & ISELEY, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a professional corporation under the Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of this Corporation is Grimsley Marker & Iseley, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 N. Laura Street, 3400 Barnett Center, in the City of Jacksonville 32202.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

Prepared by John G. Grimsley, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0032039

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ARTICLE IV

Corporate Purposes, Powers and Rights

The general purposes for which this Corporation is organized shall be :

1. To render professional legal services to the general public, and to do all things in connection therewith that are customarily done by attorneys under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Seventy-Five Thousand (75,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Shareholder Restrictions

No one other than an individual who is duly licensed or legally authorized to render legal services in the State of Florida may own stock of this Corporation. No shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any stockholder who becomes legally disqualified to render legal services shall sever all employment with and financial interest in the Corporation. No shareholder of the Corporation may sell or transfer his stock in this Corporation, except to another individual who is eligible to be a shareholder of the Corporation.

ARTICLE VII

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

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Name

Address

RAX CO.

c/o Mahoney Adams & Criser, P.A.
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VIII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Address

John G. Grimsley

c/o Mahoney Adams & Criser, P.A.
Post Office Box 4099
Jacksonville, FL 32201

ARTICLE IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

Indemnification

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

ARTICLE XII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 15th day of May, 1996.

RAX CO., a Florida corporation

By: 
John G. Grimsley, Vice President

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REGISTERED AGENT CERTIFICATE

In pursuance of the Professional Service Corporation Act, the following is submitted, in compliance with said statute:

That Grimsley Marker & Iseley, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

By: 

John G. Grimsley, Vice President

DATED: May 15, 1996

FILED
96 MAY 16 PM 6:02
SECRETARY OF STATE
TALLAHASSEE,
FLORIDA

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