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Teresa A. Nightingale

Attorney At Law

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Winter Haven, FL 33880

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August 13, 1996

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

Re: TERESA A. NIGHTINGALE, P.A.

Dear Sir:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Incorporation, together with Registered Agent form and our check in the amount of \$78.75 to cover the cost of your filing fee and a Certificate of Status. Also enclosed are two copies of the Articles which I would appreciate your conforming and returning along with the Certificate of Status.

Thank you for your assistance in this matter.

Sincerely,

Teresa A. Nightingale 8-16-96
Teresa A. Nightingale

TAN/jwo
encls.

**ARTICLES OF INCORPORATION
OF
TERESA A. NIGHTINGALE, P.A.**

FILED
\$5.00
\$10.00
\$15.00
\$20.00
\$25.00
\$30.00
\$35.00
\$40.00
\$45.00
\$50.00
\$55.00
\$60.00
\$65.00
\$70.00
\$75.00
\$80.00
\$85.00
\$90.00
\$95.00
\$100.00

The undersigned incorporator who is licensed to practice the profession of law in the State of Florida, hereby forms a professional corporation in accordance with the Florida Professional Service Corporation Act and hereby adopts the following articles of incorporation for such corporation.

ARTICLE I

The name of the corporation is TERESA A. NIGHTINGALE, P.A.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is fully authorized to practice law in the State of Florida.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerated or special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VI

The street address of the principal office of this corporation is 545 Avenue K, SE, Winter Haven, FL 33880, and the name and address of the initial registered agent is Teresa A. Nightingale, 545 Avenue K, SE, Winter Haven, FL 33880.

ARTICLE VII

There shall be a board of directors for this corporation which shall consist of not less than one and not more than nine members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be

stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

The names and addresses of the members of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the stockholders for the election of permanent directors or until their successors have been duly elected and qualified are:

Teresa A. Nightingale, President
Teresa A. Nightingale, Vice-President and General Manager
Teresa A. Nightingale, Secretary/Treasurer

ARTICLE IX

The name and street address of the incorporator to these Articles of Incorporation is: Teresa A. Nightingale, 545 Avenue K, SE, Winter Haven, FL 33880.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that she or such firm as so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or

transaction with like force and effect as if he were not such officer or director of such other corporation or member of such firm or not so interested.

ARTICLE XI

A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Laws are amended thereto as adopted by the Board of Directors, may be altered, amended or repealed by vote of two thirds of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

ARTICLE XII

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

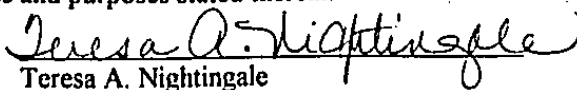
ARTICLE XIII

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the remaining shareholders in proportion to their pro rata ownership of the corporation. In the event of a proposed sale, the price offered to the remaining stockholders shall be the same price and terms offered to the prospective purchaser. In the event of assignment, pledge, encumbrance or other disposition, the price offered to the remaining stockholders shall be the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the remaining stockholders, shall remain open for acceptance by the remaining stockholders for a period of fifteen days from the date of mailing. If the remaining stockholders fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of her shares as she may see fit.

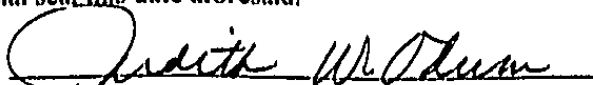
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated therein.


Teresa A. Nightingale

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, on this 13th day of August, 1996,
personally appeared TERESA A. NIGHTINGALE, who is personally known to me or
who has produced _____, as identification and who
acknowledged to me that she executed the same freely and voluntarily for the uses and
purposes therein expressed.

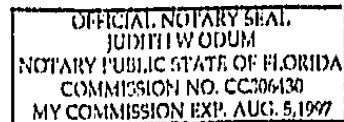
WITNESS my hand and official seal this date aforesaid.


Typed name: _____

Notary Public:

My commission expires:

Commission. No:



**STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within
This State, Naming Agent Upon Whom Process May Be Served and Names and
Addresses of the Officers and Directors

In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in
compliance with said Act:

That TERESA A. NIGHTINGALE, P.A., a corporation duly organized and
existing under the laws of the State of Florida, with its principal place of business at 545
Avenue K, SE, Winter Haven, FL 33880, has named TERESA A. NIGHTINGALE, as its
agent to accept service of process within this State.

<u>OFFICERS</u>	<u>ADDRESS</u>
TERESA A. NIGHTINGALE, PRESIDENT	545 Avenue K SE, Winter Haven, FL 33880
TERESA A. NIGHTINGALE, VICE PRESIDENT AND GENERAL MANAGER	545 Avenue K SE, Winter Haven, FL 33880
TERESA A. NIGHTINGALE, SECRETARY/ TREASURER	545 Avenue K SE, Winter Haven, FL 33880

<u>DIRECTORS</u>	<u>ADDRESS</u>
TERESA A. NIGHTINGALE	545 Avenue K SE, Winter Haven, FL 33880

TERESA A. NIGHTINGALE, P.A.

By: *Teresa A. Nightingale*
TERESA A. NIGHTINGALE, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation
at the place designated in this certificate, I hereby accept to act in this capacity and agree
to comply with the provision of said Act to keep open said office.

Teresa A. Nightingale
TERESA A. NIGHTINGALE, Registered Agent