

P96000068676
WINEGART & GRAESSLE, P.A.
ATTORNEYS AND COUNSELLORS

Old Morocco Building • 219 Newman Street • 4th Floor • Jacksonville, Florida 32202

WILLIAM S. GRAESSLE
LAMAR WINEGART III

TELEPHONE (904) 353-6333
FACSIMILE (904) 353-2080

August 12, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

200001923662
-08/15/96--01093--001
*****70.00 *****70.00

Re: Winegart & Graessle, P.A.

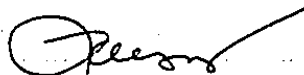
Dear Sir or Madam:

In connection with the captioned new filing enclosed please find the following items:

1. The original executed Articles of Incorporation;
2. The original executed Certificate of Designation of Registered Agent and Registered Office; and
3. Our check in the amount of \$70.00 representing your filing fees for same.

Thank you for your attention to this matter, and please do not hesitate to contact me if you have any questions or need any further information.

Sincerely,



Lamar Winegart III

LW3/kdr
enclosures

FILED
AUG 15 AM 9:29
DIVISION OF STATE
TALLAHASSEE, FLORIDA

SN AUG 19 1996

**ARTICLES OF INCORPORATION
OF WINEGEART & GRAESSLE, P.A.**

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Winegeart & Graessle, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The purpose of the 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.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$100.00.

ARTICLE VI. PRINCIPAL OFFICE

The address of the corporation's principal office is 219 Newnan Street, 4th Floor, City of Jacksonville, County of Duval, State of Florida 32202. The name of the initial registered agent of the corporation, located at such office, is William S. Graessle.

ARTICLE VII. CORPORATE POWERS

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

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

Lamar Winegeart, III
219 Newnan Street, 4th Floor
Jacksonville, Florida 32202

William S. Graessle
219 Newnan Street, 4th Floor
Jacksonville, Florida 32202

ARTICLE IX. DIRECTORS

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be three (3) years and until the election and qualifications of a successor. The number of directors set forth herein and constitution the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

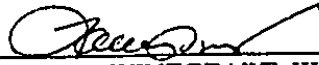
ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten (10) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of all the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.


ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

In witness hereof, we, the undersigned incorporators of this corporation, have executed these articles of incorporation at Jacksonville, Duval County, Florida, August 6, 1996.



LAMAR WINEGEART, III



WILLIAM S. GRAESSLE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Winegeart & Graessle, P.A.
2. The name and address of the registered agent and office is:

William S. Graessle
219 Newnan St.
Fourth Floor
Jacksonville, Florida 32202

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.

WINEGEART & GRAESSLE, P.A.


William S. Graessle

W. A. ROWLAND
Notary Public, State of Florida
My Comm. expires Aug. 7, 1993
Comm. No. CC 486441

RECEIVED
JUL 15 1993
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of August, 1996 by Lamar Winegeart, III and William S. Graessle, who are personally known to me and who did take an oath.



Notary Public, State of Florida
My Commission expires:

W. A. ROWLAND
Notary Public, State of Florida
Comm. expires Aug. 7, 1999
Comm. No. CC 486441

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 15 AM 9:28

FILED