

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9171

800-342-8086

P96000085048



PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 120091 81386A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 15, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 120091-005

CUSTOMER NO: 81386A

CUSTOMER: Robert E. Aylward, Esq
ROBERT E. AYLWARD, ESQ

Suite 2425
100 North Tampa Street
Tampa, FL 33602

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DOMESTIC FILING

NAME: SANDRA L. PEACOCK, 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: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 OCT 15 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 15 AM 10:58
DIVISION OF CORPORATION

KR
10.15.96

**ARTICLES OF INCORPORATION
OF
SANDRA L. PEACOCK, P.A.**

FILED
95 OCT 15 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Professional Service Corporation and Limited Liability Company Act (the "Act"), and pursuant to the following Articles of Incorporation.

**ARTICLE 1
Name**

The name of the corporation is:

SANDRA L. PEACOCK, P.A.

**ARTICLE 2
Purposes**

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of the practice of law. The professional service involved in the corporation's practice of law may be rendered only through its officers, agents, and employees who are duly authorized and licensed to practice law in the State of Florida. The corporation shall not engage in any business other than the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds, and other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE 3
Shares**

This corporation is authorized to issue 1 million shares of voting common stock, par value \$.01 per share.

**ARTICLE 4
Existence**

The corporation shall have perpetual existence. The date and time of the commencement of corporate existence shall be upon filing these Articles of Incorporation.

ARTICLE 5
Principal Office

The principal office and mailing address of this corporation is: 5301 West Cypress Street, Suite 307, Tampa, Florida 33607.

ARTICLE 6
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 100 North Tampa Street, Suite 2425, Tampa, Florida 33602; and the name of the initial registered agent of this corporation is: ROBERT E. AYLWARD.

ARTICLE 7
Incorporator

The name and address of the person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Aylward	100 North Tampa St. Suite 2425 Tampa, Florida 33602

ARTICLE 8
Stockholders

The stock of this corporation may be issued, owned, and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Florida, and who are employees, officers, or agents of this corporation. If a stockholder (a) becomes disqualified to practice law in this State; or (b) accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of legal services; or (c) sells, transfers, hypothecates, or pledges, or attempts to sell, transfer, hypothecate, or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation, or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or by the Bylaws of this corporation; or (d) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by

this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock. The stockholder whose stock so becomes forfeited and is cancelled by the corporation shall forthwith cease to be a stockholder, and except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in the corporation.

ARTICLE 9
Transfer Restrictions

No stockholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice law in the State of Florida. The corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE 10
Amendment

The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

ARTICLE 11
Indemnification

This corporation may enter into indemnification agreements and adopt bylaw provisions for the indemnification of any director, officer, employee, or agent of the corporation, or may provide, at the corporation's election, for indemnification of any director, officer, employee, or agent of the corporation without agreement or bylaw provisions to the full extent permitted by law. The corporation, however, shall not be subject to court ordered indemnification pursuant to section 607.0950(9), Florida Statutes.

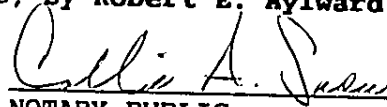
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 14 day of October, 1996.



ROBERT E. AYLWARD

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this 14 day of October, 1996, by Robert E. Aylward. He is personally known to me.



NOTARY PUBLIC

My Commission Expires:



SANDRA L. PEACOCK, P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Robert E. Aylward, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.



ROBERT E. AYLWARD

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FILED
95 OCT 15 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT E. AYLWARD

Attorney at Law

100
Suite 125
Tallahassee, Florida 32360

Telephone: (813) 221-4011
Facsimile: (813) 221-3808

PA96000085048

December 2, 1996

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*****70.00 *****70.00

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Sandra L. Peacock, P.A.

Dear Sir or Madam:

Enclosed for filing is a Change of Registered Agent/Office of Sandra L. Peacock, P.A. and the Acceptance of Registered Agent. Also enclosed is our check in the sum of \$70.00, payable to the Secretary of State, to cover the filing fees.

If you have any questions, please contact me by telephone immediately. Thank you for your assistance.

Very truly yours,

Robert E. Aylward
Robert E. Aylward

REA/cas

Enclosures

961202RA.2

APPROVED
AND
FILED
96 DEC -4 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC -4 AM 8:12
DIVISION OF CORPORATIONS

W
PA C
PA 96000085048
12-4-96

CHANGE OF REGISTERED AGENT/OFFICE
OF
SANDRA L. PEACOCK, P.A.

Pursuant to the provisions of Section 607.0502, Florida Statutes, Sandra L. Peacock, P.A., a Florida professional corporation organized under the laws of the State of Florida (the "Corporation"), submits the following statement in order to change the registered office and registered agent in the State of Florida:

1. The name of the corporation is:

SANDRA L. PEACOCK, P.A.

2. The mailing address of this corporation is:

5301 West Cypress Street
Suite 307
Tampa, Florida 33607

3. The date of incorporation of the corporation is October 15, 1996 (document no. P96000085048).

4. The name and address of the current registered agent and office are:

Robert E. Aylward
100 North Tampa Street
Suite 2425
Tampa, Florida 33602

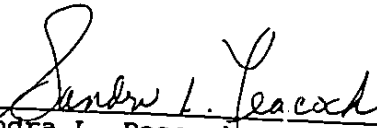
5. The name and address of the new registered agent and office are:

Sandra L. Peacock
5301 West Cypress Street
Suite 307
Tampa, Florida 33607

The street address of the registered office and the street address of the business office of the registered agent, as changed, will be identical.

Such change was authorized by resolution adopted by the Corporation's board of directors.

Dated: October 16, 1996.

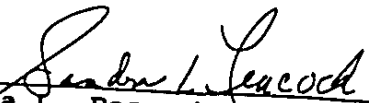

Sandra L. Peacock, President

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 DEC -4 PM 2:00

Acceptance of Registered Agent

Having been named as registered agent and to accept service of process of the above named Corporation, 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 obligation of my position as registered agent.

Dated: October 16, 1996.



Sandra L. Peacock,
Registered Agent