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**DARBY, PEELE, BOWDOIN & PAYNE**

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

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October 11, 1996

Corporation Records Bureau  
Division of Corporation  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 14 PM 3:23

Gentlemen:

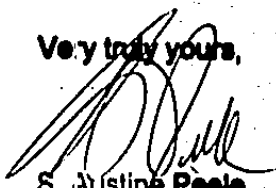
Enclosed are original and copy of Articles of Incorporation of G. David Brewer, P.A., a Florida professional service corporation. Please file the original Articles of Incorporation, certify the copy and return it to us. Also enclosed is our check in the sum of \$122.50, as payment of the following costs:

Filing Fee	\$ 35.00	3000001973123--8
Fee for certified copy	52.50	-10/15/96--01008--013
Fee for designation of registered agent	35.00	****122.50 ****122.50
<b>TOTAL</b>	<b>\$122.50</b>	

Since the registered agent for the corporation, as designated in the Articles of Incorporation has signed them, as an incorporator, we presume no separate certificate is required.

Thank you.

Very truly yours,

  
S. Austin Peele  
For the Firm

SAP:cb  
Enclosures: as stated

gpa  
10/16/96

BAP:ceb  
10/10/96  
03:00:341

EFFECTIVE DATE

10/15/96

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## **ARTICLES OF INCORPORATION**

**OF**

**G. DAVID BREWER, P.A.**  
**(a Florida professional service corporation)**

The undersigned incorporator hereby forms and organizes a professional service corporation under the laws of the State of Florida.

### **ARTICLE I NAME AND COMMENCEMENT OF EXISTENCE**

The name of the corporation is G. DAVID BREWER, P.A. This corporation shall commence existence at 12:01 A.M., October 15, 1996.

### **ARTICLE II PRINCIPAL OFFICE**

The principal office of the corporation is at 1420 South First Street, Lake City, Florida 32055, and the mailing address of the corporation is the same.

### **ARTICLE III PURPOSE**

The general purposes for which this corporation is organized and the nature of the business to be transacted by it is to render professional, public accounting services to the general public, and to do all things in connection therewith which are customarily done by licensed Certified Public Accountants under the laws of the State of Florida, and in

accordance with the Professional Service Corporation Act of Florida, and to invest its funds in real estate mortgages, stocks, bonds or other types of investments and own real and personal property necessary for the rendering of professional services. The business and purpose of the corporation shall be limited to the foregoing activities and no others.

#### **ARTICLE IV CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 share of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

Every shareholder, upon the sale of 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 his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE V REGISTERED OFFICE AND AGENT**

The street address of the registered office of the corporation is 1420 South First Street, Lake City, Florida 32055. The registered agent of the corporation at such office is G. DAVID BREWER. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that he is familiar with the accepts and duties and responsibilities as registered agent for the corporation.

**ARTICLE VI  
DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

The name and address of the member of the first Board of Directors is:

**NAME**

**ADDRESS**

G. David Brewer

1420 South First Street  
Lake City, Florida 32055

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator who has executed these Articles of Incorporation is:

**NAME**

**ADDRESS**

G. David Brewer

1420 South First Street  
Lake City, Florida 32055

**ARTICLE VIII  
LIMITATIONS ON CORPORATE STOCK**

The following limitations shall apply to the corporate stock authorized to be issued by this corporation:

1. The corporation may not issue any of its capital stock to any one other than an individual who is duly licensed or otherwise legally authorized to render professional

services as a certified public accountant under the laws of the State of Florida.

2. No shareholder may enter into any voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all stock owned by such shareholder.

3. If any shareholder of this corporation becomes legally disqualified from rendering public accounting services as a certified public accountant within the State of Florida, or accepts employment that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services, such shareholder shall sever all employment with the financial interests in this corporation forthwith.

4. No shareholder of this corporation may sell or transfer his shares except to another individual who is eligible to be a shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in duplicate this 11th day of October, 1996.


  
G. DAVID BREWER

STATE OF FLORIDA  
COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me by G. DAVID BREWER this 11th day of October, 1996, who is personally known to me or has produced Florida Drivers License as identification.

(NOTARY SEAL)

  
Notary Public, State of Florida

  
(Print Name of Notary)

My Commission Expires:

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