

P96000089316

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.
ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2348
ORLANDO, FLORIDA 32802-2348

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SUITE 1800
ORLANDO, FLORIDA 32803

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FAX (407) 423-1831

WRITER'S DIRECT LINE
(407) 428-5109

October 24, 1996

PERSONAL & CONFIDENTIAL

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

11-1-96

600001988466--1
-10/29/96--01076--005
****122.50 ****122.50

Re: Hannah, Voght & Ingram, P.A.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for the above corporation, which will begin its existence on November 1, 1996. Also enclosed is our firm check for \$122.50 to cover the \$35.00 filing fee, \$52.50 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

Once the Articles have been filed, please return the certified copy to me at the above address. Thank you for your assistance.

Sincerely,

Linda Smith

Linda Smith, Legal Assistant to
Robert W. Mead, Jr.

Is
Enclosures

cc: G. B. McVay Voght, Esquire
Christopher L. Cottrill, C.P.A.

D. BROWN OCT 30 1996

ARTICLES OF INCORPORATION
OF
HANNAH, VOGHT & INGRAM, P.A.

EFFECTIVE DATE
11-1-96

The undersigned incorporators, each of whom is a natural person competent to contract and an Attorney at Law duly licensed to render services as such under the laws of the State of Florida, hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation will be **Hannah, Voght & Ingram, P.A.** The principal office and mailing address for the corporation will be 225 East Robinson Street, Suite 505, Landmark Center II, Orlando, Florida 32801-4303.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation will be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that an Attorney at Law duly licensed under the laws of the State of Florida is authorized to render, but such professional services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice law therein.

B. To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation will be G. B. McVay Voght, whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation will be 225 East Robinson Street, Suite 505, Landmark Center II, Orlando, Florida 32801-4303.

ARTICLE VI - TERM OF EXISTENCE

This corporation will commence on November 1, 1996, and it will exist perpetually unless dissolved according to law.

ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation will be three (3).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but will never be less than one (1).
- C. The names and street addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Robert A. Hannah	225 East Robinson Street, Suite 505 Landmark Center II Orlando, Florida 32801-4303
G. B. McVay Voght	225 East Robinson Street, Suite 505 Landmark Center II Orlando, Florida 32801-4303
J. Charles Ingram	225 East Robinson Street, Suite 505 Landmark Center II Orlando, Florida 32801-4303

- D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.
- E. Each Director will be an Attorney at Law duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - INCORPORATORS

The following are the names and street addresses of the persons signing these Articles of Incorporation, each of whom is an Attorney at Law duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Robert A. Hannah	225 East Robinson Street, Suite 505 Landmark Center II Orlando, Florida 32801-4303
G. B. McVay Voght	225 East Robinson Street, Suite 505 Landmark Center II Orlando, Florida 32801-4303
J. Charles Ingram	225 East Robinson Street, Suite 505 Landmark Center II Orlando, Florida 32801-4303

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as an Attorney at Law under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of, the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation will have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation will not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

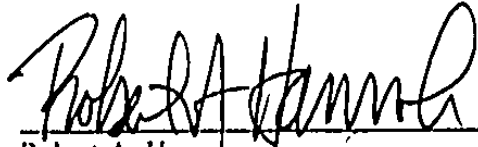
ARTICLE XII - AMENDMENT

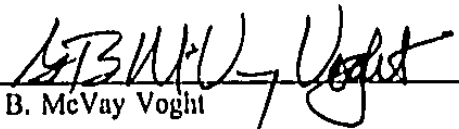
The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

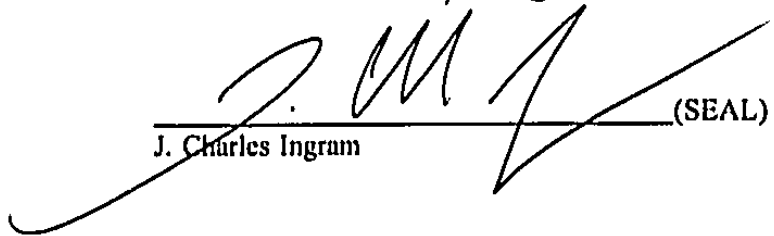
ARTICLE XIII - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Orlando, Florida, this 15th day of October, 1996.


_____(SEAL)
Robert A. Hannah


_____(SEAL)
G. B. McVay Voght


_____(SEAL)
J. Charles Ingram

Having been named Registered Agent for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Signature: 

G. B. McVay Voght

Date: October 15, 1996

1-2751

D96000089316

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
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Linda Smith, Legal Assistant to
Robert W. Mead, Jr.

Is
Enclosures

cc: G. B. McVay Voght, Esquire
Christopher L. Cottrill, C.P.A.

FILED
56 OCT 28 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN OCT 30 1996

EFFECTIVE DATE
11-1-96

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OF
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C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

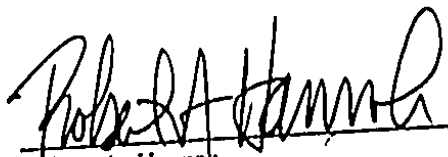
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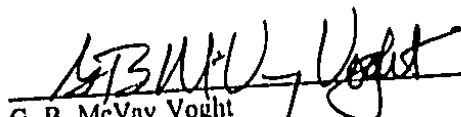
ARTICLE XIII - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

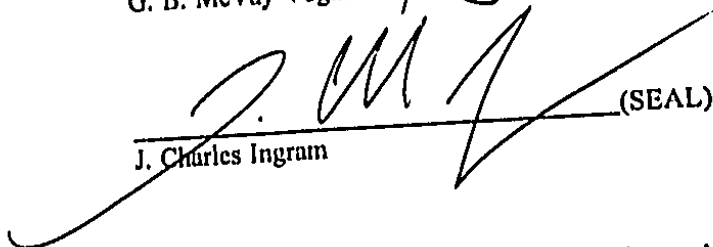
IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Orlando, Florida, this 15th day of October, 1996.



Robert A. Hannah (SEAL)

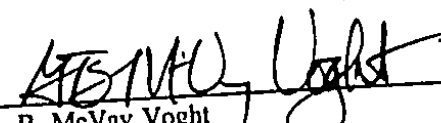


G. B. McVay Voght (SEAL)



J. Charles Ingram (SEAL)

Having been named Registered Agent for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Signature: 

G. B. McVay Voght

Date: October 15, 1996

F:\BENRWM25U1VILSD.17A

FILED
96 OCT 28 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.
ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 8348
ORLANDO, FLORIDA 32809-8348

800 NORTH MAGNOLIA AVENUE
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ORLANDO, FLORIDA 32803

(407) 841-1800
FAX (407) 483-1831

WRITER'S DIRECTORIAL
(407) 488-5107

P96000089316
August 7, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002262685--2
-09/11/97--01018--007
*****87.50 *****87.50

Re: Hannah, Voght & Ingram, P.A.

Gentlemen:

Enclosed are the original and one copy of Articles of Amendment to the Articles of Incorporation for the above corporation, changing its name to "Hannah, Voght, Estes & Ingram, P.A.," together with a check for \$87.50 to cover the \$35.00 filing fee and \$52.50 for the certified copy.

Once the Articles of Amendment have been filed, please return the certified copy to the undersigned at the above address. Thank you for your assistance.

Sincerely yours,

Susan C. Pierdominici

Susan C. Pierdominici, Legal
Assistant to Robert W. Mead, Jr.

/scp
Enclosures

cc: Ms. Jean M. Capen
Christopher L. Cottrill, C.P.A.

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5/11/97 1 PM 12:15

Handwritten notes and signatures:
8/11/97
P96000089316
J. M. Capen
C. L. Cottrill

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HANNAH, VOGHT & INGRAM, P.A.

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida professional service corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

The Shareholders and Directors of the corporation approved and adopted a resolution amending Article I of the corporation's Articles of Incorporation at a special joint meeting of the Shareholders and Directors held on June 27, 1997, specifically called for that purpose. The following is a true and correct copy of that resolution:

FURTHER RESOLVED, that Article I of the Articles of Incorporation of the corporation is hereby amended in its entirety to read as follows:

ARTICLE I - NAME OF CORPORATION

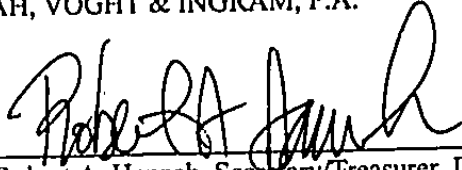
The name of this corporation is
Hannah, Voght, Estes & Ingram,
P.A.

The effective date of this amendment to the corporation's Articles of Incorporation will be the date these Articles of Amendment are filed with the Secretary of State of the State of Florida.

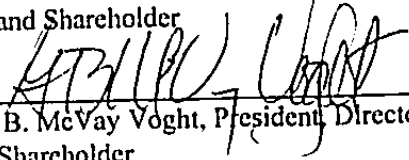
DATED this 4th day of August, 1997.

HANNAH, VOGHT & INGRAM, P.A.

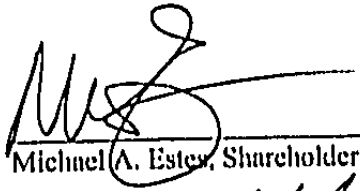
By:

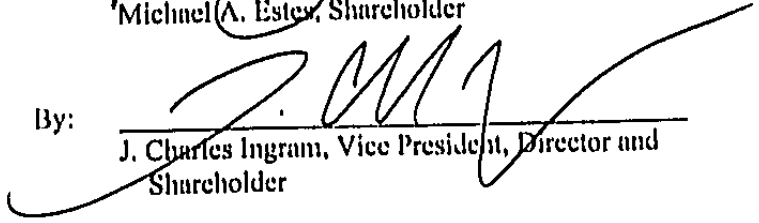

Robert A. Hannah, Secretary/Treasurer, Director
and Shareholder

By:


G. B. McVay Voght, President, Director and
Shareholder

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5/10/97 11:11:21
APPROVED
AND
FILED

By: 
Michael A. Estes, Shareholder

By: 
J. Charles Ingram, Vice President, Director and
Shareholder

APPROVED
AND
FILED

97 JUN 11 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA