

P96000091459

Blackstone & Carney, P.A.

Attorney's at Law

7666 Gulf To Lake Hwy.
Suite 2
Crystal River, FL 34429

(352) 796-8888
Fax (352) 796-9126

November 4, 1996

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

300001996723--S
-11/05/96--01059--010
***122.50 ***122.50

Re: Articles of Incorporation for Carney & Associates, P.A.

Dear Sir/Madam:

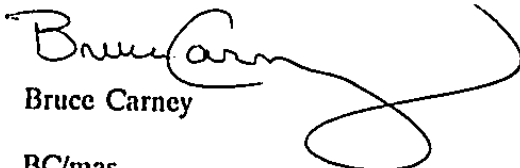
Enclosed are the following documents regarding the above-referenced new corporation:

1. original and one copy of Articles of Incorporation for Carney & Associates, P.A.,
2. original and one copy of Certificate Designating Place of Business or Domicile for the Service of Process Within this State Naming Agent Upon Whom Process May be Served; and
3. check for \$122.50 payable to "Secretary of State" to file Articles of Incorporation and obtain a certified copy thereof.

Please kindly return a certified copy of the Articles of Incorporation to our office.

If you have any questions, please feel free to contact us.

Sincerely,



Bruce Carney

BC/mas
Enclosures

FILED
96 NOV -4 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. REGISTER NOV 7 1996

FILED

96 NOV -4 AM 10:31

SECRET
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
FOR
CARNEY & ASSOCIATES, P.A.**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting as incorporator of this Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be "Carney & Associates, P.A." The Corporation shall be referred to in this instrument as the "Corporation;" these Articles of Incorporation shall be referred to as "Articles;" and the Bylaws of the Corporation shall be referred to as "Bylaws."

**ARTICLE II
TERM OF EXISTENCE**

The period of duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The purpose or purposes for which the Corporation is organized are as follows:

1. To engage in every aspect of the practice of law, and all its fields of specialization, as are engaged in by attorneys;
2. To engage in and render the professional services involved only through its officers, agents and employees, who shall be held in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation;
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments as permitted by law;
4. To engage in no other business other than the rendition of the professional services specified therein;
5. To do everything necessary and proper in accomplishing the purpose herein set forth and to do anything incidental thereto which is not prohibited under the laws of the State of Florida.

ARTICLE IV SHARES

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 5,000 shares of Capital Stock with a par value of \$1.00 per share.

Capital. The amount of capital with which this Corporation will begin business shall not be less than \$500.00.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the Corporation.

Classes of Stock and Issuance in Series. There shall be only one class of stock in the Corporation and the Corporation is not authorized to issue shares in series.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office is 7655 West Gulf to Lake Highway, Suite 2, Crystal River, Florida 34429; and the name of the initial registered agent at such address is Bruce Carney; the mailing address of the Corporation is 7655 West Gulf to Lake Highway, Suite 2, Crystal River, Florida 34429.

ARTICLE VI DIRECTORS

The initial Board of Directors shall consist of one (1) director who need not be a resident of the State of Florida or a shareholder of the Corporation. The numbers of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation but shall never be less than one (1).

The name and address of the person who shall serve as the Director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified is as follows:

President: Bruce Carney
7655 West Gulf to Lake Highway, Suite 2
Crystal River, Florida 34429

Directors shall have authority to fix the compensation of themselves and all officers and employees unless otherwise provided in these Article or Bylaws.

If all Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the

Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

At a meeting of the shareholders called expressly for that purpose, any one or more director(s) may be removed with or without cause, by a vote of the holders of seventy-five percent (75%) of the then issued shares entitled to vote at an election of directors.

ARTICLE VII INITIAL INCORPORATOR

The name and address of the original incorporator is: Bruce Carney, 7655 West Gulf to Lake Highway, Suite 2, Crystal River, Florida 34429.

ARTICLE VIII SHAREHOLDER ACTION

An affirmative vote of shareholders' owning more than fifty percent (50%) of the issued shares of the Corporation shall be required for any shareholder action.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a properly noticed stockholder's meeting, with not less than a majority vote of the common stock.

ARTICLE X PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Directors, such shares of the stock of this Corporation as may be issued for money, or any property or services from time to time in addition to that stock presently authorized and issued by the Corporation. The preemptive right of any holder is determined by a ration of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at 7655 West Gulf to Lake Highway, Suite 2, Crystal River, Florida 34429 on this the 1st day of November, 1996.

Kathleen Carpenter
WITNESS

By: Bruce Carney
BRUCE CARNEY

Melinda A. Savage
WITNESS

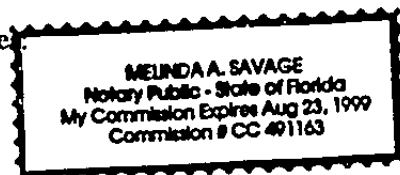
STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, the undersigned authority, personally appeared BRUCE CARNEY who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Subscribed and sworn to before me this 1st day of November, 1996.

Melinda A. Savage
NOTARY PUBLIC

My commission expires:

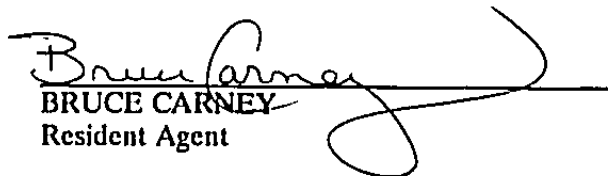


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act. Carney & Associates, P.A., under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, has named Bruce Carney, as Resident Agent to accept service of process at the registered office within this State at 7655 West Gulf to Lake Highway, Suite 2, Crystal River, Florida 34450.

ACKNOWLEDGEMENT

Having been named to accept service of process for Carney & Associates, P.A., at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


BRUCE CARNEY
Resident Agent

FILED
96 NOV -4 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARNEY & ASSOCIATES, P.A.
ATTORNEYS AT LAW

7655 W. GULF TO LAKE HWY. • STE. 2
CRYSTAL RIVER, FLORIDA 34429

(352) 795-8000
FAX (352) 795-9126

June 3, 1997

P96000091459

Secretary of State
Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

200002204202--0
-06/06/97--01070--017
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation for
Professional Corporation CARNEY AND ASSOCIATES, P.A.

Dear Sir/Madam:

Enclosed are the following documents regarding CARNEY AND ASSOCIATES, P.A.:

1. original Articles of Amendment;
2. copy of Articles of Amendment;
3. check for \$35.00 payable to "Department of State" and
4. return, postage-paid envelope.

Please process the Articles of Amendment and return a stamped copy thereof to our office in the return envelope provided herewith.

If you have any questions, please feel free to contact us.

Very truly yours,

CARNEY AND MILITELLO, P.A.

Marsha Miller
Marsha Miller
Legal Secretary

Enclosures

97 JUN -6 AM 8:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS

N/C
BT
6/13

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
OF
CARNEY AND ASSOCIATES, P.A.**

97 JUN -6 PM 8:13
CLERK OF SUPERIOR COURT
JAMES H. HARRIS

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

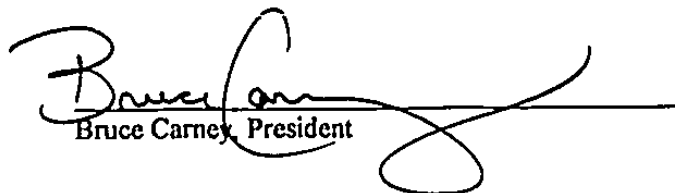
**1
Name of Corporation**

The name of this corporation shall be "Carney
& Militello, P.A." The mailing address is: 7655 West
Gulf to Lake Highway, Suite 2, Crystal River, Florida
34429.

SECOND: The following Amendment to the Articles of Incorporation was adopted on June 2, 1997.

THIRD: The Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

The undersigned has executed these Articles of Amendment this 2nd day of June, 1997.


Bruce Carney, President