P96000094926

1201 Hays Street
Tallahassee, FL 32301-2607
904-222-9171
904-222-[illegible] FAX
800-342-8086

CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 160673 153598A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : November 19, 1996

ORDER TIME : 3:07 PM

ORDER NO. : 160673-005

EFFECTIVE DATE 12-1-96

600002009386--4

CUSTOMER NO: 153598A

CUSTOMER: Ms. Lori Eller
ROSS & BURTON P.A.

P. O. Box 172547

Tampa, FL 33672

96 NOV 20 PM 2:11

FILED

DOMESTIC FILING

NAME: BURTON & SHERMAN, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: PATTY PIZZUTO

EXAMINER'S INITIALS: ____

11.20.96
KR

EFFECTIVE DATE
12-1-96

95 NOV 20 PM 2:11
FILED
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BURTON & SHERMAN, P.A.

The undersigned hereby organizes a professional service corporation for profit under the provisions of the Florida General Corporation Act specifically Chapters 607 and 621 of the Florida Statutes and pursuant to the following Articles of Incorporation.

ARTICLE I
Name and Address of Principal Office and Mailing Address

The name of this professional service corporation shall be:

"BURTON & SHERMAN, P.A."

The address of the principal office of this professional service corporation shall be:

100 S. Ashley Drive
Suite 2200
Tampa, FL 33602

ARTICLE II

Duration

This professional service corporation shall commence corporate existence on the date of filing of these Articles of Incorporation by the Secretary of State and this professional service corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

Purpose and Powers

This professional service corporation is organized for the purpose of practicing law starting December 1, 1996. This professional service corporation shall have all of the powers enumerated in the Florida Business Corporation Act, including Chapters 607 and 621 of the Florida Statutes as same now exist and as hereafter amended, and all such powers as are permitted by law.

ARTICLE IV

Capital Stock

1. **Number and Class of Shares Authorized; Par Value.** This corporation is authorized to issue 990 shares of $1.00 par value common stock, and 10 shares of $1.00 par value non-voting common stock.

2. **Voting Rights**. The holders of voting common stock shall possess and exercise exclusive voting rights at all meetings of the shareholders. Each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding voting common stock shall have no cumulative voting rights in any election of directors of the corporation.

3. **Consideration For Issuance of Stock.** The board of directors of the corporation may from time to time issue the authorized stock of the corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the corporation at a fair valuation placed on such property or services by the

board of directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the corporation.

4. **Restrictions on Ownership of Stock.** The stock of the professional service corporation may be issued to and owned only by a professional corporation, a professional limited liability company, or an individual who is duly licensed to practice law in the State of Florida, but only if same has been approved by the board of directors to purchase any and all shares of stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this professional service corporation shall be 100 S. Ashley Drive, Suite 2200, Tampa, FL 33602, and the name of the initial registered agent of this professional service corporation shall be Steven G. Burton, Esquire. The professional service corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment to these Articles of Incorporation.

ARTICLE VI

Initial Board of Directors

This professional service corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this professional service corporation is:

NAME	ADDRESS
Steven G. Burton	100 S. Ashley Drive Suite 2200 Tampa, Florida 33602

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is:

NAME	ADDRESS
Steven G. Burton	100 S. Ashley Drive Suite 2200 Tampa, FL 33602

ARTICLE VIII

Amendment

This professional service corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested exclusively in the board of directors.

ARTICLE X

Indemnification

The professional service corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE XI

Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 13th day of November, 1996.

STEVEN G. BURTON

TATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared this day STEVEN G. BURTON who is personally known to me, did take an oath, is known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 13th day of November, 1996.

Mary L. Eller

Printed Name: Mary L. Eller
Notary Public, State of Florida at Large
Serial #: ________________
My Commission Expires: __________

NOTARY PUBLIC
STATE OF FLORIDA

MARY L ELLER
My Commission CC398912
Expires Sep. 24, 1998
Bonded by ANB
800-852-5878

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

Burton & Sherman, P.A. (the "Company"), desiring to organize as a domestic professional service corporation or qualify under the laws of the State of Florida with its principal place of business at 100 S. Ashley Drive, Suite 2200, Tampa, Florida 33602 has named and designated: Steven G. Burton, Esquire, located at: 100 S. Ashley Drive, Suite 2200 Tampa, FL 33602, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for Burton & Sherman, P.A. (the "Company"), at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091, and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 13th day of November, 1996.

STEVEN G. BURTON, ESQUIRE
("Registered Agent")

FILED
96 NOV 20 PM 2:11
SEC... STATE

P96000094926

BURTON, MURPHY & SHERMAN, P.A.
ATTORNEYS AT LAW

PHONE: (813) 226-8500
FAX: (813) 226-4266

100 SOUTH ASHLEY DRIVE
SUITE 2200
TAMPA, FLORIDA 33602

MAILING ADDRESS:
P.O. BOX 172069
TAMPA, FLORIDA 33672

February 13, 1997

400002088044--5
-02/14/97--01063--003
*****35.00 *****35.00

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
97 MAR 24 AM 11:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Burton & Sherman, P.A. n/k/a Burton, Murphy & Sherman, P.A.

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Amendment of the Articles of Incorporation of Burton & Sherman, P.A. n/k/a Burton, Murphy & Sherman, P.A., together with our check in the amount of $35.00.

Please stamp the copy of the document and return it to this office in the pre-addressed, stamped envelope provided.

If you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,

Steven G. Burton ~~W97-5907~~

N/C

SGB:le
Enclosures

VS MAR 2 6 1997

F:\DOCS\STEVE\FIRM\OTHER\DEPTST.2

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1997

STEVEN G. BURTON
P.O. BOX 172069
TAMPA, FL 33672

SUBJECT: BURTON & SHERMAN, P.A.
Ref. Number: P96000094926

We have received your document for BURTON & SHERMAN, P.A. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

I made several attempts in February to contact you concerning this matter and none of my phone calls was returned. I cannot continue to hold this waiting for you to return my calls.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 197A00012839

BURTON, MURPHY & SHERMAN, P.A.
ATTORNEYS AT LAW

PHONE: (813) 226-8500
FAX: (813) 226-4266

101 EAST KENNEDY BOULEVARD
SUITE 1165
TAMPA, FLORIDA 33602

MAILING ADDRESS:
P.O. BOX 172069
TAMPA, FLORIDA 33672

March 19, 1997

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: BURTON, MURPHY & SHERMAN, P.A.
Ref. No.: P96000094926

Dear Ms. Shepard:

Pursuant to your correspondence dated March 13, 1997, enclosed please find the "revised" version of the Articles of Amendment of the Articles of Incorporation. Please have same filed at your earliest convenience. I apologize for the delay in returning this information to you, and thank you in advance for your attention to this matter.

Sincerely,

Steven G. Burton

Enclosure

SGB/ljd

f:\docs\steve\firm\other\shepard.ltr

FILED
97 MAR 24 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION

Pursuant to Florida law, this professional association adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation before amendment:

   Burton & Sherman, P.A.

2. The name of the corporation after amendment:

   Burton, Murphy & Sherman, P.A.

3. The text of each amendment as adopted is as follows:

   The name of the professional association shall read Burton, Murphy & Sherman, P.A.

4. The date of adoption of each amendment was:

   January 23, 1997.

5. Each amendment was adopted by:

   The board of directors, and a majority vote of the shareholders sufficient for approval..

6. These amendments will be effective upon filing.

Date: March 19, 1997

Steven G. Burton, President

f:\docs\steve\firm\other\name.chg