

P96000099093
Charles F. Dudley

Requestor's Name
 Address: P.O. Box 10685
 Tallahassee, FL 32302
 Phone #: 222-7788

FILED STATE
 SECRETARY OF CORPORATIONS
 96 DEC -9 AM 11:05

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Charles F. Dudley, P.A.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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 SIGN OF CORPORATIONS

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| Examiner's Initials | |
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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
CHARLES F. DUDLEY, P.A.**

The undersigned subscriber to these Article of Incorporation, being duly licensed to practice law under the laws of the state of Florida, adopts these Articles to form a professional corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional corporation is **Charles F. Dudley, P.A.**

ARTICLE II. PRINCIPAL OFFICE

The principal office of this professional corporation is:

Charles F. Dudley, P.A.
215 South Monroe St.
Suite 420-A
Tallahassee, FL 32301

The mailing address of this professional corporation is:

Charles F. Dudley, P.A.
Attorney at Law
P.O. Box 10685
Tallahassee, FL 32302

ARTICLE III. PURPOSE

This professional corporation is formed to engage in the practice of law and to render such services as are ancillary to the practice of law, all in accordance with the rules regulating The Florida Bar and the laws of the State of Florida; to generally engage in and carry on any business incidental thereto; to do any and all other things and to exercise any and all other powers which a Florida professional corporation may by authority or law do or exercise; to construct, lease, purchase or otherwise acquire real and personal property of any nature or interest therein, without limit as to amount or value, reasonably necessary or convenient for effecting or furthering any and all of the purposes and powers of this professional corporation which may now or hereafter be lawful under and in pursuance of the laws of the State of Florida; and to invest this professional corporation's funds in real estate, mortgages, stocks, bonds or any other securities or investments as may be permitted by law.

ARTICLE I. TERM OF EXISTENCE

This professional corporation shall have perpetual existence, starting on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of this professional corporation shall be 100 shares of common stock, of a single class and without par value.

None of the shares of this professional corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional corporation is 215 S. Monroe St., Suite 420-A, Tallahassee, Fl. 32301. The name of the initial registered agent at that address is Charles F. Dudley.

ARTICLE VII. BOARD OF DIRECTORS

The business of this professional corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one member. The name and address of the initial member of the first Board of Directors is Charles F. Dudley, P.O. Box 10685, Tallahassee, FL 32302.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is Charles F. Dudley, P.O. Box 10685, Tallahassee, FL. 32302.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of this professional corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of this professional corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of this professional corporation may sell or transfer stock in the professional corporation except to another individual who is eligible to be a

shareholder of the professional corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

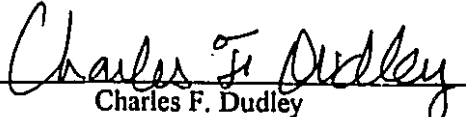
ARTICLE X. DISQUALIFICATION

If any shareholder of this professional corporation becomes legally disqualified to practice law in the State of Florida, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by this professional corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XI. AMENDMENT

This professional corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on December 9th, 1996.



Charles F. Dudley

SECRETARY OF STATE
DIVISION OF CORPORATIONS
25 DEC -9 AM 11:05

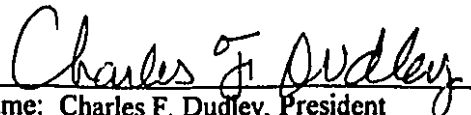
**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

PURSUANT TO the provisions of Section 621.13 and Section 607.0501, Florida Statutes, the undersigned professional corporation, organized under the laws of the State of Florida, submits the following Certificate of Designation of the professional corporation's registered agent and registered office in the State of Florida.

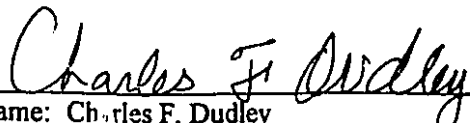
1. The name of the professional corporation is **Charles F. Dudley, P.A.**
2. The name and address of the registered agent is:

**Charles F. Dudley
215 S. Monroe St. Suite 420-A**

Tallahassee, FL 32302


Name: Charles F. Dudley, President
Date: December 9th, 1996

Having been named as registered agent to accept service of process for **Charles F. Dudley, P.A.**, at the place designated in this Certificate, the undersigned hereby accepts appointment as said Registered Agent and, being familiar with the obligations of that position, agrees to act in that capacity and to comply with the provisions of all statutes relating to the proper and complete performance of those duties.


Name: Charles F. Dudley
Date: December 9th, 1996