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ACCOUNT NO. : 072100000032

REFERENCE : 181931 82071A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 10, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 181931-020

CUSTOMER NO: 82071A

CUSTOMER: Jonathan S. Dean, Esq.
DEAN & DEAN, P.A.

230 Northeast 25th Avenue

Ocala, FL 34470-2938

500002024805--5
-12/10/96--01085--030
****490.00 ****122.50

DOMESTIC FILING

NAME: DAVID E. MIDGETT, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED
95 DEC 10 AM 11:22
DIVISION OF CORPORATIONS

FILED
96 DEC 10 PM 7:44
STATE OF FLORIDA
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

DAVID E. MIDGETT, P.A.

FILED
96 DEC 10 PM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed and otherwise legally authorized to practice law in the State of Florida, intends to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name. The name of this corporation is: **DAVID E. MIDGETT, P.A.** The principal address for the corporation is 230 Northeast 25th Avenue, Ocala, Florida 34470-2938.

ARTICLE II

Purpose. The purposes for which this Corporation is formed are:

a. To engage in every phase and aspect of the practice of law as a professional corporation and to own and operate a law firm for the purposes of providing legal services.

b. To enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.

c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

d. To invest funds of this corporation in real estate, mortgages, stocks, bonds or other types of investments, and to own real and personal property necessary for the rendering of professional services.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional legal services in the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed in the State of Florida.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial registered Office and Agent. The street address of the initial registered office of this corporation is 230 Northeast 25th Avenue, Ocala, Florida 34470-2938, and the name of the initial registered agent of this corporation at that address is **DAVID E. MIDGETT**. The incorporator is **DAVID E. MIDGETT**, and the address of the incorporator is 230 Northeast 25th Avenue, Ocala, Florida 34470-2938.

ARTICLE VI

Limitation on Issuance and Transfer of Stock. This corporation shall not issue any of its capital stock, nor shall any shareholder of this Corporation sell or transfer his shares in the corporation to anyone not licensed to practice law in the State of Florida.

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be

construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

David E. Midgett	230 Northeast 25th Avenue Ocala, Florida 34470-2938
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ARTICLE IX

Subscriber. The name and street address of each subscriber to these Articles of Incorporation are as follows:

David E. Midgett	230 Northeast 25th Avenue Ocala, Florida 34470-2938
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ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE XI


Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement attesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

Indemnification. The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation

Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 6th day of December, 1996.


_____(SEAL)
DAVID E. MIDGETT

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 6th day of December, 1996, by **DAVID E. MIDGETT**, who is personally known to me or produced a Florida driver's license as identification.



NOTARY PUBLIC
My Commission Expires:

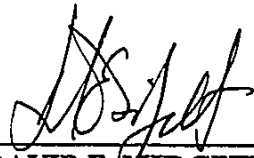


Susan E. Fowler
MY COMMISSION # CC823884 EXPIRES
February 27, 2000
BONDED THROUGH TROY FARM INSURANCE, INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **DAVID E. MIDGETT, P.A.**, I hereby accept the designation and agree to act as the Registered Agent for the corporation.

Dated this 6th day of December, 1996.



DAVID E. MIDGETT

DOCS\DEANDEMART

FILED
96 DEC 10 PM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA