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JOHN D. PETTIGREW  
ATTORNEY AT LAW

MAIN OFFICE:

2620 MANATEE AVENUE WEST  
SUITE E  
BRADENTON, FLORIDA 34205

PHONE (941) 745-3100  
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PLEASE RESPOND TO BRADENTON

December 9, 1996

BRANCH OFFICE:

503 MANATEE AVENUE  
SUITE C  
HOLMES BEACH, FLORIDA 34217

PHONE (941) 778-0120

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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\*\*\*\*122.50 \*\*\*\*122.50

Re: Hoffner, King and Hammer, P.A.  
Incorporation

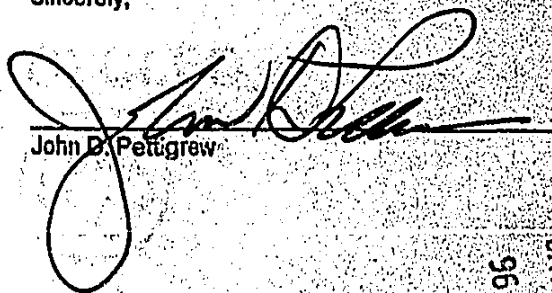
Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for HOFFNER, KING AND HAMMER, P.A. to be submitted for filing along with my firm check in the amount of \$122.50 to cover fees and costs.

Also enclosed is a copy of the Articles of Incorporation to be certified and returned to the above law office.

Please advise if additional information is needed.

Sincerely,

  
John D. Pettigrew

JDP/ted

Enclosures

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 13 PM 4:04

D. BROWN DEC 18 1996

**JOHN D. PETTIGREW**  
**ATTORNEY AT LAW**

**MAIN OFFICE:**

2620 MANATEE AVENUE WEST  
SUITE E  
BRADENTON, FLORIDA 34205

PHONE (941) 745-3100  
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PLEASE RESPOND TO BRADENTON

December 17, 1996

**BRANCH OFFICE:**

503 MANATEE AVENUE  
SUITE C  
HOLMES BEACH, FLORIDA 34217

PHONE (941) 778-0120

Secretary of State  
Division of Corporations  
ATTN: New Filing Section, Doris Brown  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Hoffner, King and Hammer, P.A.  
Incorporation

Dear Ms. Brown:

Enclosed please find the original corrected Articles of Incorporation for HOFFNER, KING AND HAMMER, P.A. to be submitted for filing.

Please use my firm check previously forwarded to your office with the incorrect Articles of Incorporation in the amount of \$122.50 to cover fees and costs.

Also enclosed is a copy of the corrected Articles of Incorporation to be certified and returned to the above law office.

Please advise if additional information is needed, and thank you for your cooperation and assistance with regard to this matter.

Sincerely,

  
John D. Pettigrew

JDP/ted

Enclosures

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**ARTICLES OF INCORPORATION**  
**For Professional Corporation**  
**(FS Section 607.0202 and Chapter 621)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 13 PM 4:04

The undersigned Professional Service Corporation, competent and licensed to practice public accounting in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

1. **Name of Corporation, Principal Office and Mailing Address.** The name of this corporation shall be **HOFFNER, KING AND HAMMER, P.A.**; the principal office of this corporation shall be 1001 9th Avenue West, Bradenton, FL 34205; and the mailing address of this corporation shall be Post Office Box 1377, Bradenton, FL 34206.

2. **Purposes.** The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in every aspect in the practice of public accounting, and all its fields of specializations, as are engaged in by certified public accountants.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To engage in no other business other than the rendition of the professional services specified herein.
- E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

3. **Capital Stock.**

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be seven thousand five hundred (7,500) shares of common stock all of one (1) class at ONE AND NO/100 DOLLARS (\$1.00) per share par value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- C. Shares of the corporation's stock and certificates shall be issued only to certified public accountants in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

4. **Duration.** The corporation shall have perpetual existence.

5. **Registered Agent.** The address of this corporation's initial registered office and the name of its initial registered agent at said address is as follows:

Dale R. Hoffner, C.P.A.  
1001 9th Avenue West  
Bradenton, FL 34205

6. **Incorporator.** The name and address of the Incorporator signing the original Articles of Incorporation is as follows:

Kerkering, Barberio & Co., P.A.  
By: Allan J. Barberio, C.P.A., President  
Post Office Box 49348  
Sarasota, FL 34230

7. **Board of Directors.** The corporation shall have a Board of Directors consisting of four (4) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

| <u>NAME</u>               | <u>ADDRESS</u>  |
|---------------------------|---|
| Dale R. Hoffner, C.P.A.   | 2314 17th Street West<br>Palmetto, Florida 34221        |
| Jeffrey L. King, C.P.A.   | 406 20th Street West<br>Bradenton, Florida 34205        |
| James L. Hammer, C.P.A.   | 8008 19th Avenue Drive West<br>Bradenton, Florida 34209 |
| Allan J. Barberio, C.P.A. | 1858 Ringling Blvd.<br>Sarasota, Florida 34236          |

8. **Informal Shareholder Action.** Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

9. **Severance and Termination of Employment.** If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earning or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

10. **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 as valid as though it had been authorized at a meeting of the Board of Directors.

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

12. Bylaw Amendment. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13<sup>th</sup> day of DEC, 1996.

KERKERING, BARBERIO & CO., P.A.

By: Allan J. Barberio - President  
ALLAN J. BARBERIO, C.P.A., President  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Dale R. Hoffner  
DALE R. HOFFNER, C.P.A. Registered Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME personally appeared ALLAN J. BARBERIO, C.P.A., the President of KERKERING, BARBERIO & CO., P.A., personally known to me or who has produced \_\_\_\_\_ as identification and is described in and who executed the foregoing instrument as Incorporator, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

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

Bernadette M. Barrett  
BERNADETTE M. BARRETT  
Notary Public

STATE OF FLORIDA  
COUNTY OF MANATEE

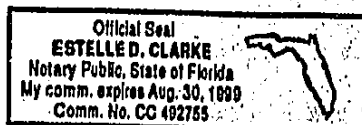


Notary Public, State of Florida  
BERNADETTE M. BARRETT  
My Comm. Exp. Mar. 12, 1997  
Comm. No. CC 265245

BEFORE ME personally appeared DALE R. HOFFNER, C.P.A., personally known to me or who has produced NA as identification and is described in and who executed the foregoing instrument as Registered Agent, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

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

Estelle D. Clarke  
Notary Public



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