

P96000/03600

BURKE & KOLOS, P.A.

ONE ORLANDO CENTRE
SUITE 1800
800 NORTH MAGNOLIA AVENUE
ORLANDO, FLORIDA 32803

TELEPHONE (407) 420-9090
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December 18, 1996

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****122.50 ****122.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

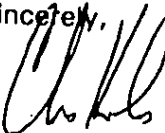
Dear Sirs:

Enclosed please find the following:

1. Articles of Incorporation of Burke & Kolos, P.A. as executed by Thomas M. Burke, President and Chris N. Kolos, Vice-President and Secretary; and
2. The \$122.50 filing fee.

Your prompt attention to this matter would be greatly appreciated.

Sincerely,



Chris N. Kolos

CNK:jo
Enclosures

TALLAHASSEE, FLORIDA
56 DEC 20 AM 9:01
FBI

SN DEC 27 1996

FILED
96 DEC 20 AM 9:01
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BURKE & KOLOS, PROFESSIONAL ASSOCIATION**

The undersigned incorporators, for the purpose of forming a professional association under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

The name of the Professional Association shall be:

BURKE & KOLOS, PROFESSIONAL ASSOCIATION

ARTICLE II - Purpose

The Professional Association is formed to engage in every phase and aspect of the practice of law. In addition, the Professional Association may invest the funds of the Professional Association in real estate, mortgages, stocks, bonds, or in any other type of investment, and may own real and personal property necessary for the rendering of professional services.

ARTICLE III - Principal Office

The address of the principal office and the mailing address of this Professional Association shall be: Suite 1800, One Orlando Centre, 800 North Magnolia Avenue, Orlando, Florida 32803.

ARTICLE IV - Capital Stock

The number of shares that this Professional Association is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.001 per share.

None of the shares of the Professional Association may be issued to anyone other than an individual duly licensed to practice law in the State of Florida and no shareholder may enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE V - Initial Registered Office and Agent

The name of the initial registered agent and the address of the initial registered office is Chris N. Kolos, Suite 1800, One Orlando Centre, 800 North Magnolia Avenue, Orlando, Florida 32803.

ARTICLE VI - Incorporators

The name and street address of the incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
Thomas M. Burke	One Orlando Centre, Suite 1800 800 North Magnolia Avenue Orlando, FL 32803
Chris N. Kolos	One Orlando Centre, Suite 1800 800 North Magnolia Avenue Orlando, FL 32803

ARTICLE VII - Restrictions on Transfer of Stock

Shareholders of the Professional Association shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Professional Association, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Professional Association 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 the Professional Association; 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 the Professional Association may sell or transfer the stock in the corporation except to another individual who is eligible to be a shareholder of the Professional Association, and the sale or transfer may be made only if it has been approved at a shareholders' meeting. If any shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations on his continuous rendering of such professional services on behalf of the Professional Association, that shareholder's shares of the stock shall immediately become subject to purchase by the Professional Association in accordance with the bylaws adopted by the shareholders or in accordance with the terms and conditions of a Shareholders Agreement entered into by and among the shareholders and the Professional Association.

ARTICLE VIII - Amendment to Articles

The Professional Association 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.


The undersigned have executed these Articles of Incorporation this 12th of December, 1996.


THOMAS M. BURKE


CHRIS N. KOLOS

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of BURKE & KOLOS, PROFESSIONAL ASSOCIATION.


CHRIS N. KOLOS

FILED
96 DEC 20 AM 9:01
TALLAHASSEE, FLORIDA