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MARGOT PEQUIGNOT
REBECCA A. GRAHAM

MARGOT PEQUIGNOT, P.A.

1501A BELCHER ROAD SOUTH
LARGO, FL 33771
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December 23, 1996

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Corporate Records Bureau
Division of Corporations
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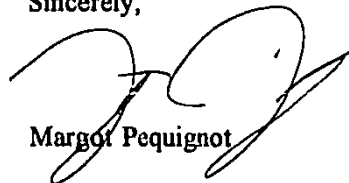
Re: Cathy Wagner, P.A.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. Also enclosed is the Designation of Registered Agent and my firm check in the amount of \$122.50 to cover the \$35.00 filing fee, \$52.50 certification fee and \$35.00 registered agent designation fee. Please return the Articles of Incorporation to Margot Pequignot, P.A., P.O. Box 2497, Largo, Florida 34649-2497.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Margot Pequignot

MP/bam

Enclosures

FILED
96 DEC 24 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-31-96
KR

**ARTICLES OF INCORPORATION
OF
CATHY A. WAGNER, P.A.**

FILED
96 DEC 24 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and duly licensed to render services as a certified financial planner under the laws of the State of Florida, does hereby execute these Articles of Incorporation for the purpose of forming a corporation for profit under the Professional Services Corporation Act and other corporation laws of the State of Florida.

ARTICLE I

The name of this corporation shall be CATHY A. WAGNER, P.A., and the place of business is located at 2662 West Lake Road, Palm Harbor, Florida 34684.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of rendering to the public the professional services of a certified financial planner for which the undersigned subscriber is licensed by the Department of Banking and Finance, Division of Securities, under the laws of the State of Florida and is authorized to render, but such professional services shall be rendered only through its officers, and parties and agents, who are duly licensed to render said services.

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

C. To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objectives of the corporation.

The paragraphs of this Article shall be construed as both objects and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of one dollar (\$1.00) per share.

The common stock of the corporation may be issued as "Small Business Corporation" stock in accordance with the plans and provisions of Section 1244 of the Internal Revenue Code.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$5,000.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial address of the principal place of business of the corporation shall be: 2662 West Lake Road, Palm Harbor, Florida 34684. The Board of Directors shall have the power to establish branch offices and to change the principal office of the corporation to any other address or addresses.

Meetings of the Stockholders and Directors of the corporation may be held at places within or without the State of Florida. No such meeting need be held at the principal office of the corporation, or at any office or place of business of the corporation, but may be held at any place specified in the By-Laws, or by the Board of Directors, or by any person or persons properly noticing or calling a meeting in accordance with the By-Laws.

ARTICLE VII

The initial Board of Directors for the corporation shall consist of one (1) Director. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders of the corporation. Directors need not be Stockholders. Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual meeting of the Stockholders for any cause deemed sufficient by such Stockholders.

Directors, and the officers of the corporation elected by them in accordance with the By-Laws, shall hold office for a period of one year after their election, or until their successors are duly elected and qualified; but any director is subject to removal at any time by a majority vote of all outstanding stock of the stockholders, with or without cause; and any officer is subject to removal at any time by a majority vote of all the directors (not merely those present and voting), with or without cause.

ARTICLE VIII

The street address of the initial registered office of this corporation is: 1501A Belcher Road South, Largo, Florida 33771 and the name of the initial registered agent of this corporation at that address is: MARGOT PEQUIGNOT.

ARTICLE IX

The names and street addresses of the members of the first Board of Directors and Officers, who shall hold office for the first year of existence of the corporation, and until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Cathy A. Wagner	2662 West Lake Road, Palm Harbor, FL 34684	Pres./Director

ARTICLE X

The names and street addresses of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Margot Pequignot	1501A Belcher Road South, Largo, Florida 33771

ARTICLE XI

No contract or other transaction between this corporation and any other firm, association or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in or are members, directors or officers of such other firm, association or corporation. Any director, individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that she or such firm is so interested shall be disclosed or shall have been known

to the Board of Directors or a majority thereof. Any Director of this corporation who is also a member, director or officer of such other firm association or corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such member, director or officer of such other firm, association or corporation, or not so interested.

ARTICLE XII

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as those for which the corporation was incorporated. No Stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his stock.

In the event the ownership of shares of this corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of the Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all of the Shareholders of the corporation shall have the power to amend these Articles of Incorporation so as to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct business authorized by Chapter 607 of the *Florida Statutes*; except that the corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, a mutual fire insurance association, cooperative

association, state fair or exposition; provided, all of the directors and all of the shareholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation therein set forth be made, and the said written statement is filed in the office of the Secretary of State in accordance with the provisions of Section 607.1006 of the *Florida Statutes* as it now exists.

ARTICLE XIII

By Stockholders agreement or By-Laws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of stock owned by a retiring, disabled or deceased Stockholder, or any Stockholder required to sever financial interests in the corporation and shall have the sole power to adopt, amend or repeal By-Laws for the management of this corporation.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the Stockholder, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XV

The corporation may indemnify every person, her heirs, executors, and administrators, against any and all judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees, incurred by her in connection with any claim, action, suit or proceeding (whether actual or threat, brought by or in the right of the corporation or otherwise, civil, criminal, administrative or investigative, including appeals), to which she may be or is made a party by reason of her being or having been a director or officer of the corporation, or at its request of any other corporation.

There shall be no such indemnification:

A. As to amounts paid by or on behalf of the corporation or such other corporation, in settlement or other disposition of any such threatened or pending action, or

B. As to matters:

1. In respect of which it shall be determined by judgment or otherwise that such director or officer was derelict in the performance of his or her duties to the corporation or such other corporation, and,

2. In the case of any criminal action or proceeding, with respect to which she had reasonable cause to believe that his or her conduct was unlawful.

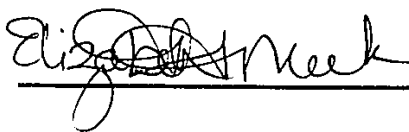
Any such person shall be entitled to indemnification as of right (1) if he or she has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding, or (2) except as hereinabove provided, in respect of matters as to which a court or independent legal counsel shall have determined that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the corporation or such other corporation, and in addition, in the case of any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. Such court or independent counsel shall have the power to determine that such director or officer is entitled to indemnification as to some matters even though he or she is not so entitled as to others. The termination of any claim, suit or proceeding by judgment, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith for a purpose which he or she reasonably believed to be in the best interests of the corporation and, in the case of any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

Amounts paid in indemnification shall include, but shall not be limited to, counsel and other fees and disbursements and judgments, fines or penalties against, and amounts paid in settlement by, such director or officer. The corporation may advance expenses to, or where appropriate may itself at its expense undertake the defense of, any such director or officer provided that he or she shall have undertaken to repay or to reimburse such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

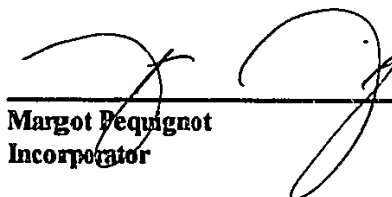
The rights of indemnification provided herein shall not be considered to duplicate any rights to which any such director or officer may otherwise be entitled to by contract or as a matter of law, but shall be operative only with respect to any excess over and above the indemnity coverage by such other contract or as a matter of law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation, this 23rd day of December, 1996, and have acknowledged and filed the foregoing Articles under the laws of the State of Florida.

In the presence of:



wagner:art


_____(SEAL)
Margot Pequignot
Incorporator

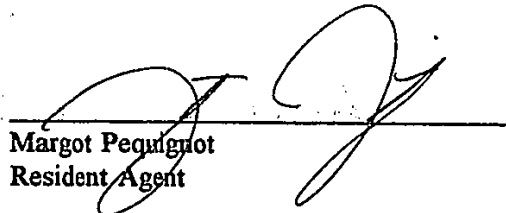
**CERTIFICATE DESIGNATING PLACE OF RESIDENCE
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, *Florida Statutes*, the following is submitted in compliance with said Act:

FIRST -- That CATHY A. WAGNER, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the County of Pinellas, State of Florida, has named MARGOT PEQUIGNOT, ESQUIRE, located at 1501A S. Belcher Road, Largo, Florida 33771, City of Largo, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Margot Pequignot
Resident Agent

wagner.art

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96 DEC 24 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA