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ULMER, MURCHISON, ASHBY & TAYLOR

200 WEST FORSYTH STREET, SUITE 1800

POST OFFICE BOX 470

JACKSONVILLE, FLORIDA 32201

(904) 354-9000

December 24, 1996

HERMAN ULMER (1899-1960)
CHARLES H. MURCHISON (1899-1967)
CLARENCE G. ASHBY (1900-1998)

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OF COUNSEL

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THERESA MARIE KENNEY
EDWARD W. LANE, III
JOHN W. MOOERS
DOUGLAS H. MORFORD
WILLIAM E. SCHEU
CARL M. STEWART
LORI E. TERENS
B. THOMAS WHITEFIELD

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****122.50 ****122.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation - Morford & Whitefield, P. A.

Gentlemen:

Enclosed please find an original and one fully conformed copy of Articles of Incorporation of the above-referenced corporation. Please file the same and have a certified copy returned to our office. Also enclosed is my check in the amount of \$122.50 to cover all fees.

Very truly yours,

B. Thomas Whitefield
For the Firm

BTW:am
Enc. as noted

FILED
96 DEC 27 AM 11:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

11/2/97

FILED
96 DEC 27 AM 11: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MORFORD & WHITEFIELD, P. A.**

The undersigned subscribers to these articles of professional service corporation, each a natural person competent to contract, and each admitted to practice as an attorney at law under the laws of the State of Florida do hereby associate themselves together to form a professional service corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **MORFORD & WHITEFIELD, P. A.**

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this professional service corporation is to render professional legal services to the general public and to do all things in connection therewith that are customarily done by licensed attorneys under the laws of the State of Florida, and, in accordance with "The Professional Service Corporation Act" of Florida, to invest its funds in real estate, mortgages, stocks, bond or other types of investments, and may own real or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no others.

ARTICLE III. CAPITAL STOCK

The capital stock of this corporation shall be 1,000 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Sec. 1244 of the Internal Revenue Code of 1986 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00 Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation will exist perpetually.

ARTICLE VI. PRINCIPAL AND REGISTERED OFFICE

The initial post office address of the principal office of this corporation in the State of Florida is Suite 1600, 200 West Forsyth Street, Jacksonville, Florida 32202. The Board of Directors may from time to time move the principal office to any other address in Florida. The address of the initial

registered office of this corporation is Suite 1600, 200 West Forsyth Street, Jacksonville, Florida 32202, and the name of the initial registered agent at that address is B. Thomas Whitefield.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

Directors are:	
Name	Address
Douglas H. Morford	3449 Sunnyside Drive Jacksonville, Florida 32207
B. Thomas Whitefield	924 Brookwood Road Jacksonville, Florida 32207

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these articles of incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor are:

Name	Address	Shares	Consideration
Douglas H Morford.	3449 Sunnyside Drive Jacksonville, FL 32207	50	\$500.00
B. Thomas Whitefield	924 Brookwood Road Jacksonville, FL 32207	50	\$500.00

The proceeds of which amount to at least \$1,000.00.

ARTICLE X. AMENDMENT

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 them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI. LIMITATIONS ON CORPORATE STOCK

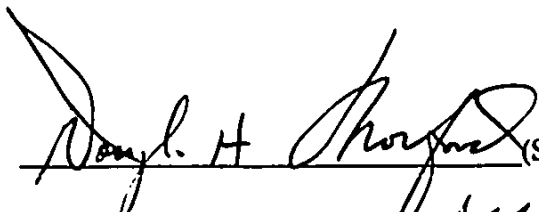
1. No one other than an individual who is duly licensed as an attorney under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

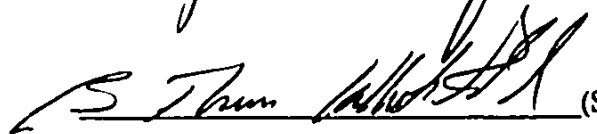
3. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

4. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and/or the corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy-and-sell agreement must be filed with the Secretary of the corporation and made a part of the records of the corporation.

IN WITNESS WHEREOF we, the undersigned, being each of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file this Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands seals, this 24th day of December, 1996.



(Seal)



(Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments personally appeared DOUGLAS H. MORFORD and B. THOMAS WHITEFIELD, to me well known to be the persons who executed the foregoing Articles of Incorporation and they acknowledge before me that they executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 24th day of December, 1996, at Jacksonville, Florida.

Alvalene J. Middlebrooks

Notary Public
State of Florida
My Commission Expires:

Personally Known
Or Produced Identification _____
Type of Identification Produced _____



ALVALENE J. MIDDLEBROOKS
MY COMMISSION # CC480031 EXPIRES
September 28, 1999
BONDED THRU TROY FARM INSURANCE, INC.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

B. Thomas Whitefield
B. Thomas Whitefield

HAUSERS\DTW\CMOR-WHIT.PA

FILED
96 DEC 27 AM 11: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA