

P97000000143



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 207451 81011A

AUTHORIZATION :

COST LIMIT : \$

FILED
96 DEC 31 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 31, 1996

ORDER TIME : 5:05 PM

ORDER NO. : 207451-005

CUSTOMER NO: 81011A

CUSTOMER: Victor W. Holcomb, Esq
HOLCOMB & DECORT, P.A.

400002043064--7
-01/02/97- 01012--002
***122.50 ***122.50

415 South Hyde Park Avenue

Tampa, FL 33606

DOMESTIC FILING

NAME: HAYWARD + CARRUTHERS &
ASSOCIATES, 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: Paula K. Kendrick

EXAMINER'S INITIALS: _____

RECEIVED
DEC 31 AM 9:15
ION OF CORPORATION

'AL' DEC 2 - 100/

ARTICLES OF INCORPORATION
OF
HAYWARD + CARRUTHERS & ASSOCIATES, P.A.

FILED
96 DEC 31 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Victor W. Holcomb, the undersigned incorporator, hereby makes, subscribes and acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: Hayward + Carruthers & Associates, P.A.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that an architect duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be

rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render architectural services in such state.

2. To transact any or all other lawful business for which a professional service corporation may be incorporated under the Florida Professional Service Corporation Act and the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The capital stock of the corporation shall be divided into 750 shares of common stock, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 5416 S. Crescent Drive, Tampa, Florida 33611, name of the initial Registered Agent of the corporation and address is Victor W. Holcomb, 415 S. Hyde Park Avenue, Tampa, Florida 33606.

ARTICLE VI

DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall be never less than one (1). The names and addresses of the initial directors of this corporation are:

William A. Hayward, Jr.
5416 S. Crescent Drive
Tampa, Florida 33611

Leo David Carruthers
5416 S. Crescent Drive
Tampa, Florida 33611

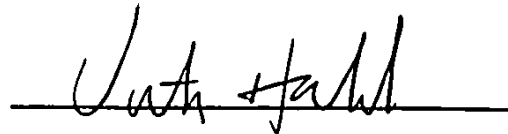
A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the By-laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: Victor W. Holcomb, 415 S. Hyde Park Avenue, Tampa, Florida 33606.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

A handwritten signature in dark ink, appearing to read "Victor W. Holcomb", is written over a horizontal line.

Incorporator

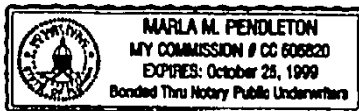
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned officer, personally appeared Victor W. Holcomb to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 30th day of December, 1996.

Marla M. Pendleton
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

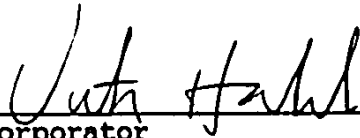
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH CHAPTER 607 OF THE FLORIDA STATUTES AND
SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

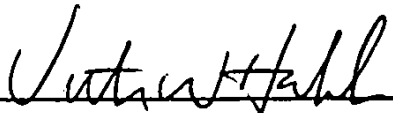
FIRST That HAYWARD + CARRUTHERS & ASSOCIATIONS, P.A., desiring
to organize or qualify under the laws of the State of Florida, with
its initial principal office at 5416 S. Crescent Drive, Tampa,
Florida 33611, has named Victor W. Holcomb, 415 South Hyde Park
Avenue, Tampa, Florida 33606, as its agent to accept service of
process within Florida.



Incorporator
12-29-96

Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



12-29-96

Date

FILED
96DEC31 PM12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA