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ACCOUNT NO. : 072100000032

REFERENCE : 213442 7121468

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : January 7, 1997

ORDER TIME : 2:18 PM

ORDER NO. : 213442-005

CUSTOMER NO: 7121468

CUSTOMER: M. Todd Merritt, Esq  
M. TODD MERRITT, ESQ.

000002049870--5

Post Office Box 20986

Bradenton, FL 34204

DOMESTIC FILING

NAME: M. TODD MERRITT, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

97 JAN -8 PM 1:32  
FILED  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN -8 AM 9 08  
DIVISION OF CORPORATION

KP  
1-8.97

ARTICLES OF INCORPORATION  
(Professional Corporation)

OF

M. TODD MERRITT, P.A.

FILED  
97 JAN -8 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, an individual duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE 1. - NAME

The name of the corporation shall be M. TODD MERRITT, P.A.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 1800 Second Street, Suite 765, Sarasota Florida 34236. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 1800 Second Street, Suite 765, Sarasota, Florida 34236. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

The purpose for which this corporation is organized is to practice the profession of law.

ARTICLE 5. - DURATION

The term of existence of the corporation is perpetual.

ARTICLE 6. - SHARES

This corporation is authorized to issue ten thousand (10,000) shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 7. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second Street, Suite 765, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is M. Todd Merritt.

ARTICLE 9.- DIRECTORS

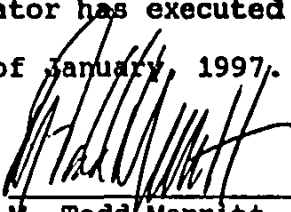
The business of the corporation shall be managed by the shareholder(s) of the corporation rather than by a Board of Directors.

ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

M. Todd Merritt  
7604 49th Ave. E.  
Bradenton, FL 34203

The undersigned Incorporator has executed these Articles of Incorporation on the 6th day of January, 1997.

  
M. Todd Merritt

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 6th day of January, 1997, by M. Todd Merritt, as Incorporator, who is personally known to me or who has produced FLA. DRIVERS LICENSE as identification and who did take an oath. [If the foregoing does not include a reference to production of a document or other item as identification, then, where such blank space appears, it shall be conclusively presumed that the person acknowledged is personally known to the Notary Public.]

Notary Public:

Sign Linda P. Willms  
Print LINDA P. WILLMS  
Serial Number, if any: HCA 378776  
My Commission Expires: 6-26-98

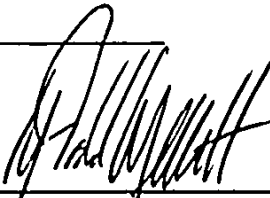


"OFFICIAL SEAL"  
Linda P. Willms  
My Commission Expires 6/26/98  
Commission #CG 378776

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT FOR**  
**M. TODD MERRITT, P.A.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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.

DATED: 1/6/97

  
\_\_\_\_\_  
M. TODD MERRITT  
Registered Agent

FILED  
97 JAN -8 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA