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Schneikart & McEwen, P.A.

WILLIAM M. SCHNEIKART
DAVID B. MCEWEN

150 SECOND AVE. N.
SUITE 1700
ST. PETERSBURG, FL 33701
(813) 823-7707
(813) 896-1600
FAX (813) 894-4444

P.O. BOX 11029
ST. PETERSBURG
FLORIDA 33738

January 2, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-01/07/97--01026--002
****122.50 ****122.50

Re: David B. McEwen, P.A.

EFFECTIVE DATE
1-1-97

Gentlemen:

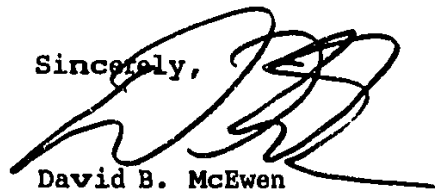
Enclosed please find (1) the Articles of Incorporation with reference to the above corporation, in duplicate, (2) Affidavit signed by me, in duplicate, and (3) a check in the amount of \$122.50 to cover the following fees:

Minimum Charter Tax	\$ 0.00
Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL:	\$122.50

FILED
JAN -6 AM 11:51
TALLAHASSEE, FLORIDA

Please file the original Articles and and Affidavit, and return to me a certified copy of same (to my street address). My stamped, self-addressed envelope is enclosed for your convenience. Thank you.

Sincerely,



David B. McEwen

DBM:kc
Enclosures (5)

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P. CHAMBERLAIN

JAN 13 1997

ARTICLES OF INCORPORATION OF
DAVID B. McEWEN, P.A.
A FLORIDA PROFESSIONAL CORPORATION

FILED
91 JAN -6 AM 11:51
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
1-1-97

ARTICLE 1. NAME. The name of this corporation is DAVID B. McEWEN, P.A.

ARTICLE 2. ENABLING LAW. This corporation is organized pursuant to the Florida Professional Corporation Act of the State of Florida, as set forth in the Florida Statutes.

ARTICLE 3. PURPOSES. The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys-at-law.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys-at-law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE 4. CORPORATE EXISTENCE AND TERM. This Corporation shall have a perpetual existence, commencing upon January 1, 1997.

ARTICLE 5. CAPITAL STOCK. The corporation is authorized to issue 7,500 shares of capital stock, all of one class, at \$1.00 par value.

ARTICLE 6. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

David B. McEwen, Esquire
South Trust Building, Suite 1700
150 Second Avenue North
St. Petersburg, Florida 33701

ARTICLE 7. BOARD OF DIRECTORS. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws duly adopted in the manner provided by law, but that number shall never be less than one (1). Directors shall be elected annually by majority vote of the shareholders. The name and address of the initial director is:

David B. McEwen, Esquire
South Trust Building, Suite 1700
150 Second Avenue North
St. Petersburg, Florida 33701

ARTICLE 8. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT. The address of this Corporation's initial principal office in the State of Florida is South Trust Building, Suite 1700, 150 Second Avenue North, St. Petersburg, Florida (33701).

The name and address of this Corporation's initial registered agent is DAVID B. McEWEN, ESQUIRE, at South Trust Building, Suite 1700, 150 Second Avenue North, St. Petersburg, Florida (33701).

ARTICLE 9. BYLAWS. Bylaws will be hereinafter adopted by the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all shareholders.

ARTICLE 10. AMENDMENT TO ARTICLES. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 11. PREEMPTIVE RIGHTS. Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within thirty (30) days after a written notice is

received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days after receipt of the above-described notice.



David B. McEwen, Esquire
Incorporator

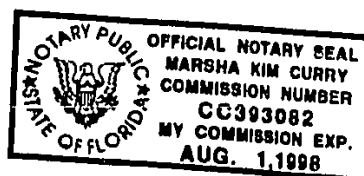
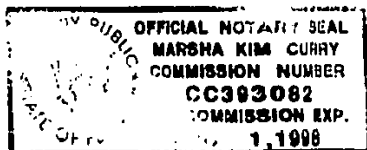
STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements in the State and County above, personally appeared DAVID B. McEWEN to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 2nd day of January, 1997.

My Commission Expires:


Name: MARSHA KIM CURRY
NOTARY PUBLIC
Commission Number: CC393082

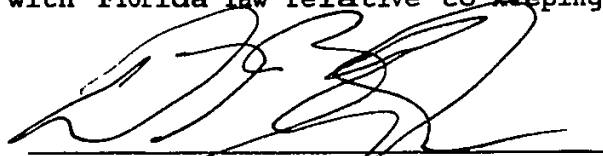


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

The following is submitted in compliance with Chapter 48.091,
Florida Statutes:

DAVID B. MCEWEN, P.A., desiring to organize under the laws of
the State of Florida with its registered office, as indicated in
the Articles of Incorporation at the City of St. Petersburg, County
of Pinellas, State of Florida, has named DAVID B. MCEWEN, ESQUIRE,
located at South Trust Building, Suite 1700, 150 Second Avenue
North, St. Petersburg, Florida, as its agent to accept service of
process within this state.

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



DAVID B. MCEWEN, ESQUIRE
Registered Agent

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FILED
97 JAN -6 AM 11:52
TALLAHASSEE, FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, on this day personally appeared

DAVID B. McEWEN, who has a legal address of
150 Second Avenue North, Suite 1700, St. Petersburg, Florida 33701
known to

me to be the person who subscribed his name below, who after having first been
duily sworn by me, on oath deposes and says:

1. DAVID B. McEWEN, P.A. is a
completely separate corporation from the involuntarily dissolved _____
DAVID B. McEWEN, P.A., Document Number V45217

2. The entity, DAVID B. McEWEN, P.A.,
presently seeking to file for incorporation has not transacted business and will
not transact business as a corporation before this filing is complete.

3. The filing of articles of incorporation for _____
DAVID B. McEWEN, P.A. is
not in any way an attempt to circumvent any fee, tax, or penalty that could have
been imposed under the Florida Statutes.



AFFIANT
DAVID B. McEWEN

ALLAHASSEE, FLORIDA

97 JAN -6 AM 11:52

FILED

(Notary Required)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
_____ day of December, 1996, by DAVID B. McEWEN, who is
personally known to me ~~or who has produced~~
_____ as identification and who did
take an oath.

My Commission Expires:

Marsha Kim Curry

Name: MARSHA KIM CURRY
NOTARY PUBLIC
Commission Number: CC393082

