

RICHARDS, FITZPATRICK
CURTIS J. NEAL
JAMES A. NEAL, JR.

CHARLES S. FITZPATRICK
1923 - 1986

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AREA CODE 352
726-1821
TAX 1726-4246
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RECEIVED
TALLAHASSEE, FLORIDA

Fitzpatrick & Fitzpatrick, P.A.

ATTORNEYS AT LAW
213 NORTH APOPKA AVENUE
INVERNESS, FLORIDA 34450-4296

January 6, 1997

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EF025752655US

Re: Articles of Incorporation for James A. Neal, Jr., P.A.

Dear Sir/Madam:

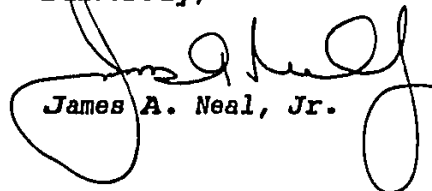
I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee.....\$ 35.00
Certified Copy.....\$ 52.50
Registered Agent Fee.....\$ 35.00
Total.....\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed self-addressed stamped envelope provided for your convenience.

Your prompt attention to this matter would be appreciated.

Sincerely,


James A. Neal, Jr.

JAN/eay
enclosures
xc: James A. Neal, Jr.

F. [unclear] JAN 14 1997

ARTICLES OF INCORPORATION
FOR
JAMES A. NEAL, JR., P.A.

FILED
91 JAN -7 AM 8:19
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, Chapter 621, Florida Statutes, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is:
James A. Neal, Jr., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation are as follows:

Principal Office:

213 North Apopka Avenue
Inverness FL 34450

Mailing Address:

213 North Apopka Avenue
Inverness FL 34450

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock, having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the professional service corporation is:

213 North Apopka Avenue
Inverness FL 34450

Citrus County, Florida.

The name of the initial registered agent is:

James A. Neal, Jr.

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of 1 member. The name and address of the member of the first Board of Directors is as follows:

James A. Neal, Jr.
2908 South Skyline Drive
Inverness FL 34450

ARTICLE VIII - SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

James A. Neal, Jr.
2908 South Skyline Drive
Inverness FL 34450

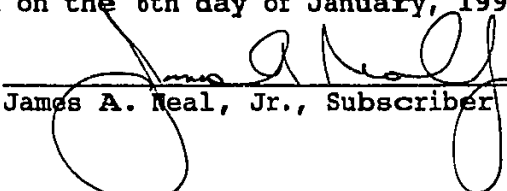
ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions of these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

NOW THEREFORE, the undersigned subscriber has executed these Articles of Incorporation on the 6th day of January, 1997.

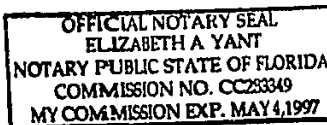

James A. Neal, Jr., Subscriber

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing Articles of Incorporation were acknowledged before me this 6th day of January, 1997, by James A. Neal, Jr., who is personally known to me and who did not take an oath.



Elizabeth A. Yant, Notary Public
My Commission Expires: 05/04/97

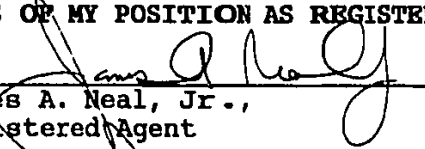


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: James A. Neal, Jr., P.A..
2. The name and address of the registered agent and office are as follows: James A. Neal, Jr., 213 North Apopka Avenue, Inverness FL 34450.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 
James A. Neal, Jr.,
Registered Agent

Date: January 6, 1997

FILED
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TALLAHASSEE, FLORIDA