

P97000003443

LAW OFFICES OF
KENNETH G. ANDERSON
SUITE 2540, RIVERPLACE TOWER
1301 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207-9039

KENNETH G. ANDERSON
JAMES P. STEVENS
ROBERT G. HICKS

TELEPHONE (904) 399-8000
TELECOPIER (904) 346-3078

January 2, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

ESTIMATED DATE
1-1-97

200002048102--2
-01/07/97--01088--012
*****87.50 *****87.50

Re: Anderson & Stevens, P.A.

300002061923--2
-01/17/97--01061--018
*****35.00 *****35.00

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the subject corporation.

Also enclosed is a check in the amount of \$87.50 to cover the following fees and charges:

Filing Fee	\$ 35.00
One Certified Copy	52.50
Total	<u>\$ 87.50</u>

Please file the articles and return one certified copy to me at your earliest convenience.

Sincerely yours,

James P. Stevens
James P. Stevens

JPS/dsw

Enclosures (as stated)

FILED
97 JAN -6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 1/14/97

EFFECTIVE DATE
1-1-67

ARTICLES OF INCORPORATION
OF
ANDERSON & STEVENS, P.A.

FILED
97 JAN -6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice law in the State of Florida, subscribes to these articles of incorporation to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following articles of incorporation for the corporation:

ARTICLE I. NAME

The name of this corporation is Anderson & Stevens, P.A.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

a. To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law. The practice of law is the sole and exclusive professional service to be rendered by this corporation.

b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE III. CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida, including the power to do all things as may facilitate the corporation in the practice of law, and may invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, and may own real or personal property necessary for the rendering of professional services.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common voting stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. ADDRESS

The principal office of this corporation is 1301 Riverplace Boulevard, Suite 2640, Jacksonville, Florida 32207. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall be managed by a board of directors and shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the stockholders, but shall never be less than one (1) nor more than five (5). The initial director shall hold office until his successor is elected and qualified as provided in the bylaws.

ARTICLE VII. INITIAL DIRECTORS

The name and address of the members of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Kenneth G. Anderson	1301 Riverplace Boulevard Suite 2640 Jacksonville, Florida 32207
James P. Stevens	1301 Riverplace Boulevard Suite 2640 Jacksonville, Florida 32207

ARTICLE VIII. SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Kenneth G. Anderson	1301 Riverplace Boulevard Suite 2640 Jacksonville, Florida 32207

ARTICLE IX. RESIDENT AGENT

The name and street address of the initial registered resident agent of this corporation, upon whom service of process may be made, is as follows:

<u>Name</u>	<u>Address</u>
James P. Stevens	1301 Riverplace Boulevard Suite 2640 Jacksonville, Florida 32207

ARTICLE IX. AMENDMENTS, BY-LAWS AND OFFICERS

(a) These Articles of Incorporation may be amended in any manner from time to time as permitted 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 therein, 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.

(b) The initial by-laws of this corporation shall be adopted by the first board of directors. The internal affairs of the corporation are to be regulated and managed in accordance with the bylaws. The by-laws may be amended from time to time as provided therein.

(c) Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

(d) Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

(e) Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. DATE OF CORPORATION EXISTENCE

The existence of this corporation shall commence on January 1, 1997.

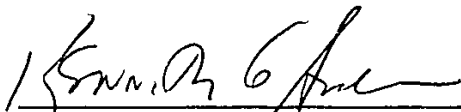
ARTICLE XII. DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE XIII. DISSOLUTION

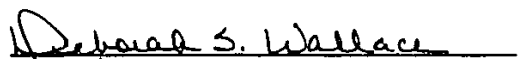
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned has executed these articles of incorporation at Jacksonville, Florida, this 2nd day of January, 1997.

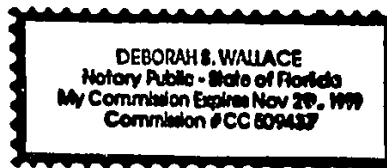

Kenneth G. Anderson
Subscriber

STATE OF FLORIDA,)
) ss.
COUNTY OF DUVAL.)

The foregoing instrument was acknowledged before me this 2nd day of January, 1997, by Kenneth G. Anderson, who is personally known to me.


Name: DEBORAH S. WALLACE
Notary Public, State of Florida
at Large.

Commission No.: CC 509437



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

In pursuance of Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Provisions:

First, that Anderson & Stevens, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville, Duval County, Florida, has named James P. Stevens, located at 1301 Riverplace Boulevard, Suite 2640, Jacksonville, Florida 32207, County Of Duval, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

James P. Stevens
James P. Stevens
Resident Agent

FILED
97 JAN -6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA