

P97000008085

CLAY D. MORGAN
408 Eleventh Avenue
Indialantic, FL 32903
(407) 724-1302

January 15, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/22/97--01021--018
***122.50 ***122.50

Re: CLAY D. MORGAN, P.A.

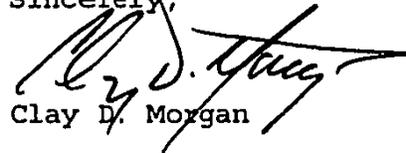
Dear Madam/Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of CLAY D. MORGAN, P.A. for filing. Also enclosed is my check in the amount of \$122.50 which represents the fees for filing and certification. Please return the certified copy of the articles as soon as possible in the addressed, stamped envelope provided.

I would further request that you call me at the above number so that I may obtain the identification number for the corporation within the earliest possible time frame.

Your cooperation and assistance in this matter are greatly appreciated.

Sincerely,


Clay D. Morgan

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 PH12:02

Enclosures

Stacey Overbey GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Address
DATE 1/28/97
DOC. EXAM. cg

cg 1/28/97

ARTICLES OF INCORPORATION

OF

CLAY D. MORGAN, P.A.

A PROFESSIONAL ASSOCIATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 21 PM 12:02

The undersigned, who is 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, adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation shall be:

CLAY D. MORGAN, P.A.
1704 AIRPORT BOULEVARD #B, MELBOURNE, FL 32901

ARTICLE TWO

REGISTERED OFFICE AND AGENT

The location and address of the Corporation's initial registered office in Florida is 408 Eleventh Avenue, Indialantic, Brevard County, Florida 32903. The initial registered agent at the registered office is CLAY D. MORGAN.

ARTICLE THREE

PURPOSE

The purpose for which the Corporation is organized shall be to engage in the practice of law within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

ARTICLE FOUR

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FIVE

PROFESSIONAL SERVICE

The professional services of the Corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of The Florida Bar.

ARTICLE SIX

INCORPORATOR

The name and post office address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
CLAY D. MORGAN	408 Eleventh Avenue Indialantic, Florida 32903

ARTICLE SEVEN

DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors.

The business of the Corporation shall be conducted by a President initially and such other officers as the shareholders shall designate from time to time. The initial President, who shall serve for the first year or until a successor is chosen, is:

<u>NAME</u>	<u>ADDRESS</u>
CLAY D. MORGAN	408 Eleventh Avenue Indialantic, Florida 32903

ARTICLE EIGHT

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares with a par value of \$1.00.

ARTICLE NINE

STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$1,000.00.

ARTICLE TEN

SECTION 1244 STOCK

It is the intent of the Incorporator to issue stock pursuant to Section 1244 of the Internal Revenue Code.

ARTICLE ELEVEN

SECTION 1362 SMALL BUSINESS ELECTION

It is the intent of the Incorporator to file the appropriate documents to make the Subchapter S Corporation election and to file IRS Form 2553 at the first organizational meeting.

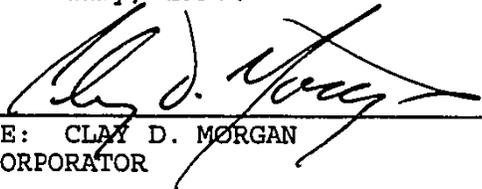
ARTICLE TWELVE

AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have

voted again the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

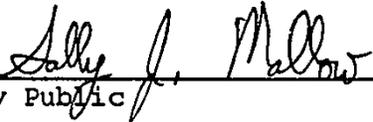
IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15 day of January, 1997.


NAME: CLAY D. MORGAN
INCORPORATOR

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, personally appeared CLAY D. MORGAN, known to me and known to be the personal whose name is subscribed to this document, and acknowledged that he executed the document for the purpose contained within it.

15 IN WITNESS WHEREOF, I have set my hand and official seal this day of January, 1997.


Notary Public
Name:

My Commission Expires: 1-28-99



SALLY J. MALLOW
My Comm Exp. 1/28/99
Bonded By Service Ins
No. CC435020

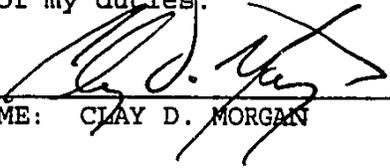
Personally Known Other L. D.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AGREEMENT TO ACCEPT SERVICE

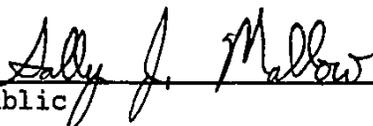
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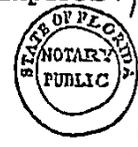
Having been named to accept service of process for the
aforementioned corporation, at the places designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.


NAME: CLAY D. MORGAN

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, personally appeared CLAY D. MORGAN, who is
personally known to me, on this 15 day of January, 1997.


Notary Public
Name:
My Commission Expires: 1-28-99



SALLY J. MALLOW
My Comm Exp. 1/28/99
Bonded By Service Ins
No. CC435020
 Personally Known Other I.D.

OFFICERS AND AGENTS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 21 PM 12:02

BOARD OF DIRECTORS:

Clay D. Morgan
408 Eleventh Avenue
Indialantic, FL 32903

INCORPORATOR:

Clay D. Morgan
408 Eleventh Avenue
Indialantic, FL 32903