

P97000011290

GRAY, HARRIS & ROBINSON

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS III
LEO P. ROCK, JR.
G. ROBERTSON DILG
CHARLES W. BELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGGARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. QUINN, JR.
DAVID L. SCHICK
JACK K. McMULLEN
SUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
PHILIP F. NOHRR
WILLIAM G. BOLTIN, III

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1200
201 EAST PINE STREET
POST OFFICE BOX 3068

ORLANDO, FL 32802-3068

TELEPHONE (407) 843-8880
FAX (407) 244-5690

WRITER'S DIRECT DIAL

R. LEE BENNETT
TRACY A. BORGERT
N. SCOTT NOVELL
JOHN A. KIRST, JR.
WILBUR E. BREWTON
KENNETH J. PLANTE
MICHAEL E. WRIGHT

KENT L. HIPPE
ROBERT L. BEALS
DONALD H. GIBSON
KIMBERLY NOWORYTA SUNNER
CHRISTOPHER J. COLEMAN
PEGGY R. HOYT
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
ALISON M. YURKO
JAMES D. KISIO
KELLY M. FITZGERALD
KELLY BREWTON PLANTE
LEE M. KILLINGER
J. SCOTT SIMS

OF COUNSEL
MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
THEODORE L. SHINKLE
LILA INGATE MCHENRY

January 28, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

600002076106--4
-02/03/97--01064--001
*****70.00 *****70.00

Re: **Lynn E. Wagner, Professional Association**
Our File No. 130067-1

Dear Sir:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above-referenced proposed corporation.

Please indicate the filing of the Articles of Incorporation on the duplicate copy and return it to the undersigned.

Also enclosed is a certificate of acceptance as registered agent for service of process within this State.

A check is also enclosed in the total amount of \$70.00 to cover the \$35.00 filing fee and the \$35.00 fee for designation of registered agent.

Yours very truly,


R. Lee Bennett

RLB:bsb
Enclosures
f:\usr\forms\corp\arts.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 6:11

MELBOURNE
(407) 727-8100

ORLANDO
(407) 843-8880

TALLAHASSEE
(904) 222-7717

8/24/97

ARTICLES OF INCORPORATION
OF
LYNN E. WAGNER, PROFESSIONAL ASSOCIATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -3 PM 6:11

The undersigned incorporator, for the purpose of forming a professional association under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Professional Association shall be:

LYNN E. WAGNER, PROFESSIONAL ASSOCIATION

ARTICLE II - PURPOSE

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

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office and the mailing address of this Professional Association shall be 198 Promenade Circle, Lake Mary, Florida 32746.

ARTICLE IV - CAPITAL STOCK

The number of shares that this Professional Association is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share.

None of the shares of the Professional Association may be issued to anyone other than an individual duly licensed to practice law in the State of Florida and no shareholder may enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the address of the initial registered office are Lynn E. Wagner, 198 Promenade Circle, Lake Mary, Florida 32746.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Street Address</u>
Lynn E. Wagner	198 Promenade Circle Lake Mary, FL 32746

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shareholders of the Professional Association shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Professional Association, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Professional Association 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 Association; 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 Association may sell or transfer the stock in the corporation except to another individual who is eligible to be a shareholder of the Professional Association, and the sale or transfer be made only if it has been approved at a shareholders' meeting. If any shareholder becomes legally disqualified to practice law in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations on his continuous rendering of such professional services on behalf of the Professional Association, that shareholder's shares of stock shall immediately become subject to purchase by the Professional Association in accordance with the bylaws adopted by the shareholders or in accordance with the terms and conditions of a Shareholders' Agreement entered into by and among the shareholders and the Professional Association.

ARTICLE VIII - AMENDMENT TO ARTICLES

The shareholders of the Professional Association reserve the right to amend, restate, or repeal any provisions in these Articles of Incorporation in the manner provided by law.

The undersigned has executed these Articles of Incorporation this 24th day of January, 1997.


Lynn E. Wagner

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of LYNN E. WAGNER, PROFESSIONAL ASSOCIATION.


Lynn E. Wagner

F:\USR\RBENNETT\WAGNER.ART

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97FEB-3 PM 6:11