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TRANSMITTAL LETTER

97 FEB -5 PM 2:25

STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400002078304--5
-02/05/97--01049--006
*****70.00 *****70.00

SUBJECT: Robert M. Gardner, P.A.

Dear Sir or Madam:

Enclosed please find an original of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

If there is any problem at all with this incorporation, please contact me. Thank you for your assistance.

SIGNED: _____

RMG

Robert M. Gardner
120 East Granada Boulevard
Ormond Beach, Florida 32176

904-441-7495

*PH
2/6/97*

ARTICLES OF INCORPORATION

OF

**Robert M. Gardner, P.A.
A Professional Association**

FILED

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Professional Association under Florida's Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the Professional Association shall be: Robert M. Gardner, P.A.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 120 East Granada Boulevard, Ormond Beach, Florida 32176.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 Common Shares. Par Value of \$10.00 Each.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Robert M. Gardner, 120 East Granada Boulevard, Ormond Beach, Florida 32176.

ARTICLE V PURPOSE AND RESTRICTIONS

The purpose for which the Professional Association is organized is to engage in the licensed practice of law. No officer, shareholder, employee, or agent shall practice any other occupation on behalf of or in the name of this Professional Association, except to the extent allowed by Florida law. No person rendering professional services shall become an officer or shareholder of this Professional Association who does not possess a license to engage in the practice of law in Florida. Should any such person lose the license to so practice, that person shall immediately sever all employment with, and financial interests in this Professional Association.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Robert M. Gardner, 120 East Granada Boulevard, Ormond Beach, Florida 32176.

The undersigned has executed these Articles of Incorporation this 30th day of January 1997.



Robert M. Gardner, Incorporator

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CERTIFICATE OF DESIGNATION

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REGISTERED AGENT/REGISTERED OFFICE

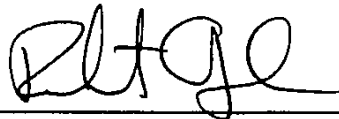
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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: Robert M. Gardner, P.A.

2. The name and address of the registered agent and office is:
Robert M. Gardner, 120 East Granada Boulevard, Ormond Beach,
Florida 32176

Signature: _____

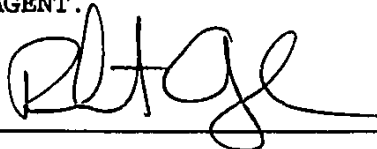


Title: Incorporator

Date: January 30, 1997

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.

Signature: _____



Date: 30 Jan 97