



THE UNITED STATES
CORPORATION
COMPANY

P97000012967

ACCOUNT NO. : 072100000032

REFERENCE : 252737 97453A

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70.00

ORDER DATE : February 7, 1997

ORDER TIME : 11:47 AM

ORDER NO. : 252737-005

~~EXPIRATION DATE~~
2-3-97

CUSTOMER NO: 97453A

300002082023--6

CUSTOMER: Susan J. Emmons, Legal Asst
LINDA C. HANNA, P.A.

Suite 125
600 S. Magnolia Avenue
Tampa, FL 33606

DOMESTIC FILING

NAME: JOHNSON, HENDERSON &
ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97FEB-7 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97FEB-7 PM 2:49
DIVISION OF CORPORATION

*Done
2-10-97*

2-3-97

FILED

97 FEB -7 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JOHNSON, HENDERSON & ASSOCIATES, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

JOHNSON, HENDERSON & ASSOCIATES, INC.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) The shareholders of the corporation shall not have preemptive rights to acquire unissued shares of the stock of the corporation.

ARTICLE IV
Existence of Corporation

In accordance with Section 607.0203 Florida Statutes, the existence of this corporation shall commence on February 3, 1997, and shall thereafter be perpetual.

ARTICLE V
Principal Office of Corporation

The street address of the initial principal office of the corporation shall be 85 Ladoga Avenue, Tampa, Florida 33606.

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 433 South Hyde Park Avenue, Tampa, Florida 33606, and the initial registered agent of this corporation at such office shall be Virginia B. Johnson. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII
Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or

without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors shall consist of two members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Virginia B. Johnson	85 Ladoga Avenue Tampa, Florida 33606
Claudia Sanow Henderson	329 Columbia Drive Tampa, Florida 33606

ARTICLE IX
Incorporator

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

<u>Name</u>	<u>Address</u>
Virginia B. Johnson	85 Ladoga Avenue Tampa, Florida 33606

ARTICLE X
By-Laws

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.




VIRGINIA B. JOHNSON

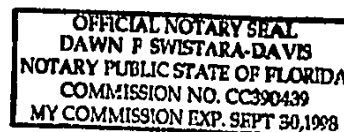
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of February, 1997, by Virginia B. Johnson, who is personally known to me or who has produced DRIVER'S LICENSE as identification and who did take an oath, and who signed the foregoing Articles of Incorporation, and acknowledged to me that she executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



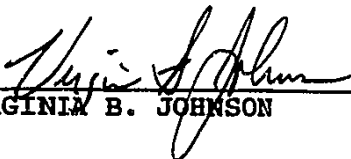
NOTARY PUBLIC
Name: DAWN F. SWISTARA-DAVIS



JOHNSON, HENDERSON & ASSOCIATES, INC.
Acceptance of Service as Registered Agent

Virginia B. Johnson, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 6th day of February, 1997.



VIRGINIA B. JOHNSON

FILED
97 FEB -7 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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