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CARLTON FIELDS

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February 10, 1997

VIA EXPRESS MAIL

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Michael J. Nolan, P.A.

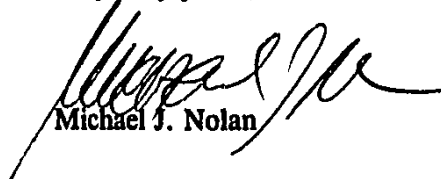
Dear Sir or Madam:

Enclosed please find two original sets of Articles of Incorporation for Michael J. Nolan, P.A., for filing with the Department of State. Also enclosed is my check in the amount of \$122.50 to cover the filing fees and certified copy.

After the corporation has been incorporated, please return the certified copy of the Articles of Incorporation to my attention at the address indicated on the incorporation documents.

Should you have any questions or comments, please do not hesitate to contact me at (813) 223-7000. Thank you for your assistance with this matter.

Very truly yours,


Michael J. Nolan

Enclosures



T#515400.1

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG

**ARTICLES OF INCORPORATION
OF
MICHAEL J. NOLAN, P.A.**

The undersigned, acting as incorporator, hereby forms a corporation under the Florida Professional Service Corporation Act and adopts the following Articles of Incorporation for the corporation:

**ARTICLE I
Name**

The name of the corporation (hereinafter referred to as the "Corporation") is:

MICHAEL J. NOLAN, P.A.

**ARTICLE II
Principal Offices and Mailing Address**

The principal offices and mailing address of the Corporation is 100 N. Tampa Street, Suite 3500, Tampa, Florida 33602.

**ARTICLE III
Effective Date**

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

**ARTICLE IV
Capital Shares**

The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000 common shares, having a par value of One Dollar (\$1.00) per share ("Common Shares").

**ARTICLE V
Initial Registered Agent and Office**

The street address of the initial registered office of the Corporation is 100 N. Tampa Street, Suite 3500, Tampa, Florida 33602, and the name of its initial registered agent at that address is Michael J. Nolan.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Incorporator

The name and mailing address of the sole incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Michael J. Nolan | 100 N. Tampa Street, Suite 3500 Tampa, Florida 33602 |

ARTICLE VII
Purpose

The Corporation is organized to engage in every aspect of the business of rendering the professional services to the public that an attorney-at-law, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to render services as an attorney-at-law, and to engage in any and all other lawful business.

ARTICLE VIII
Initial Directors

The Corporation shall have one director initially, who shall serve as a director of the Corporation until the next annual meeting of shareholders and his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, or death. The number of directors of the Corporation thereafter shall be such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation. The name and mailing address of the person who shall serve as the initial director are:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Michael J. Nolan | 100 N. Tampa Street, Suite 3500 Tampa, Florida 33602 |

ARTICLE IX
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal,

administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon stockholders or directors are granted or confessed subject to this reservation.

ARTICLE XI
Shareholders

Shares of the Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an attorney under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder of the Corporation.

ARTICLE XII
Voting Trusts

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

Dated this 10th day of February, 1997.



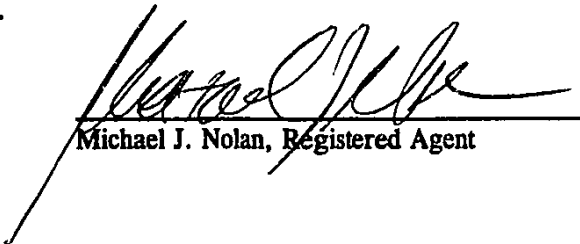
Michael J. Nolan, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and

(iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 10th day of February, 1997.


Michael J. Nolan, Registered Agent

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TALLAHASSEE, FLORIDA