

Douglas M. Wyckoff
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February 14, 1997

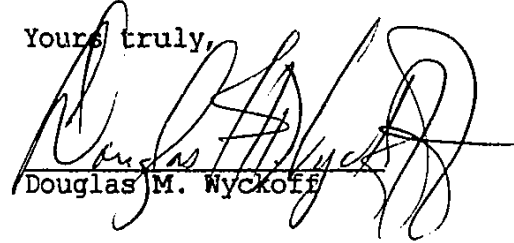
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation; acceptance by registered agent.

Dear Sirs:

Enclosed are the original executed Articles of Incorporation for Wyckoff & Thomas, P.A. along with the registered agent's acceptance. Also enclosed is a money order in the amount of \$122.50 for the filing fees and a certified copy of the Articles. You may return the Certified Articles to the above Arcadia address. Thank you for your earliest attention to this matter.

Yours truly,


Douglas M. Wyckoff

Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WYCKOFF & THOMAS, P.A.

In compliance with the requirements of F.S. Chapter 621, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a professional service corporation.

ARTICLE I

The name of the corporation ("Corporation") is

WYCKOFF & THOMAS, P.A.

The street address of the principal office of the Corporation is 30 West Oak Street, Suite 106, Arcadia, Florida 34266, and the mailing address shall be the same.

ARTICLE II

The existence of the Corporation shall begin on February 17, 1997, and it shall exist perpetually.

ARTICLE III

This Corporation may engage in every aspect of the business of rendering the same professional services to the public that an Attorney at Law, duly licensed under the laws of the State of Florida, is authorized to render. This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares with no par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 30 West Oak Street, Suite 106, Arcadia, Florida 34266. The initial registered agent for the Corporation at that address is Douglas M. Wyckoff.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of 2 members. The names and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Douglas M. Wyckoff	30 West Oak Street, Suite 106 Arcadia, Florida 34266
John R. Thomas	2555 63 rd Terrace North St. Petersburg, Florida 33702

ARTICLE VII

The names and street addresses of the person signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Douglas M. Wyckoff	30 West Oak Street, Suite 106 Arcadia, Florida 34266

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 13th day of February, 1997.


Name: Douglas M. Wyckoff

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WYCKOFF & THOMAS, P.A. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Douglas M. Wyckoff

Date: February 13, 1997

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