

P97000019251



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 278477 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 3, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 278477-005

CUSTOMER NO: 4340257

CUSTOMER: Jeanne E. Helton, Esq
SMITH, HULSEY & BUSEY

225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

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-03/03/97-01041--008
*****70.00 *****70.00

FILED
97 MAR -3 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: STOUDEMIRE & JOHNS, P.A.

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: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED
96 MAR -3 AM 10:44
TALLAHASSEE, FLORIDA

K.R. MAR - 3 1997

ARTICLES OF INCORPORATION
OF
STOUDEMIRE & JOHNS, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is Stoudemire & Johns, P.A.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE III-PURPOSE/NATURE OF BUSINESS

The purpose or nature of this Corporation shall be to render professional legal services.

ARTICLE IV-CAPITAL STOCK

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

ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VI-INDEMNIFICATION

Directors and officers of this Corporation will, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

ARTICLE VII-INCORPORATOR

The name and street address of the incorporator are Jeanne E. Helton, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

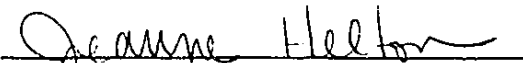
ARTICLE VIII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE IX-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 1997.


Jeanne E. Helton

201070.1

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, Stoudemire & Johns, P.A., 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 Stoudemire & Johns, P.A.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: *M. Richard Lewis, Jr.*
M. Richard Lewis, Jr.
Vice President

Date: February 28, 1997

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TALLAHASSEE, FLORIDA