

P97000022780

THE LAW OFFICES OF
ARDEN J. LEA
A PROFESSIONAL LAW CORPORATION

ARDEN J. LEA
ALSO ADMITTED IN TEXAS, FLORIDA
AND THE DISTRICT OF COLUMBIA

SOUTHERN MARINE & AVIATION BUILDING
610 POYDRAS STREET, SUITE 500
NEW ORLEANS, LOUISIANA 70130
17 February 1997

TELEPHONE (504) 523-4500
TELECOPY (504) 525-7208

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

W97-4514
508
509

RE: The Law Offices of Arden J. Lea, A Professional Law Corporation

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation. Also enclosed is a check in the amount of \$131.25 for the filing fee, designation of registered agent, certified copy and certificate of status.

Thank you for your assistance in this matter.

Respectfully



Arden J. Lea
610 Poydras St., Suite 500
New Orleans, LA 70130
Phone: (504) 523-4500

AJL:dw
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 19 AM 11:01

100002094051--5
-02/21/97--01025--010
***131.25 ***131.25

62
3/14

Jody Godwin - Certified Legal Assistant

P. O. Box 813
Destin, Florida 32540

Phone (904) 654-0923

March 8, 1997

Ms. Kathy Hyman
Document Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


RE: Arden J. Lea, P. A.

Dear Ms. Hyman:

I am enclosing original and one copy of Articles of Incorporation for Arden J. Lea, P.A. together with a copy of your Letter Number 497A00009895. You should have our filing fees on deposit. Please forward the Certificate of Incorporation to Arden J. Lea at 104 Miracle Strip Pkwy, Fort Walton Beach, FL 32548.

Thank you for your cooperation.

Sincerely yours,

A handwritten signature in cursive script that reads "Jody Godwin".

Jody Godwin
Certified Legal Assistant

Enclosures: a/s



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 25, 1997

ARDEN J. LEA
610 POYDRAS ST., SUITE 500
NEW ORLEANS, LA 70130

SUBJECT: THE LAW OFFICES OF ARDEN J. LEA, A PROFESSIONAL LAW
CORPORATION
Ref. Number: W97000004514

We have received your document for THE LAW OFFICES OF ARDEN J. LEA, A PROFESSIONAL LAW CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 497A00009895

ARTICLES OF INCORPORATION
OF
ARDEN J. LEA, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 AM 11:01

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, and being an attorney duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under The Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ARDEN J. LEA, P.A.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed attorney 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 who are duly licensed under the laws of the State of Florida to render services as attorneys.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds and any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the same class and having a nominal or par value of ten dollars (\$10.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice as an attorney in the State of Florida.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is five hundred dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 104 Miracle Strip Parkway, Fort Walton Beach, Florida 32548. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the shareholders.

ARTICLE VIII - INITIAL DIRECTOR

The name and post office address of the first Board of Directors, who, subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, is as follows:

NAME

ADDRESS

Arden J. Lea

104 Miracle Strip Parkway,
Fort Walton Beach, FL 32548ARTICLE IX - SUBSCRIBER

The name and post office address of the subscriber to these Articles of Incorporation, who is duly licensed under the laws of the State of Florida to render services as an attorney, and the number of shares he agrees to take and the value of consideration are:

NAME	ADDRESS	SHARES	CONSIDERATION
Arden J. Lea	104 Miracle Strip Parkway Fort Walton Beach, FL 32548	50	\$500.00

ARTICLE X - VOTING TRUSTS

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

ARTICLE XI - CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII - BUSINESS OPERATIONS

Except as otherwise provided by law: All business affairs of the corporation shall be conducted in compliance with general practices which are characteristic of those ordinarily relating to business corporations; all shares of stock in the corporation shall be fully transferable; management of the corporation shall be vested in the Board of Directors; liability of shareholders shall be limited to their respective interests in the stock of the corporation; and the continuity of

the corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder; provided, however, that this provision shall not prohibit the corporation, its employees, or its stockholders from entering into such agreements relating to redemption of stock, other stock purchase arrangements or other corporate plans available to business corporations.

ARTICLE XIII - CONTRACTS

No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XIV - REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XV - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the by-laws, adopted by a single majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of its

shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of those parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to render services as an attorney in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the by-laws adopted by the shareholders.

ARTICLE XVI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangements of sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of common stock of this corporation any preemptive right to purchase or subscribe to any new issue of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, in accordance with the by-laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchases, provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into for the benefit of its employees, one or more of the following: (1) pension plan, (2) profit-sharing plan, (3) stock bonus plan, (4) thrift and savings plan, (5) restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XVII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

The directors of this corporation shall have the power to make and amend the by-laws of this corporation.

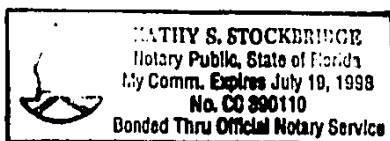
IN WITNESS WHEREOF the undersigned, being the original subscriber to the capital stock hereinabove name, for the purpose of forming a Professional Services Corporation to perform services aforesaid within the State of Florida, under the laws of the State of Florida, does make and file this instrument, hereby declaring and certifying that the facts herein stated are true and hereunto setting his hand and seal this 7th day of March, 1997.

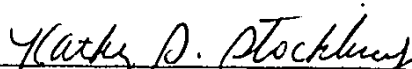

Arden J. Lea

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day of March, 1997, by Arden J. Lea who is personally known to me.




Notary Public

DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

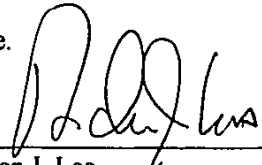
That ARDEN J. LEA, P.A., a corporation duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in Fort Walton Beach, Florida, has named:

Arden J. Lea
104 Miracle Strip Parkway
Fort Walton Beach, FL 32548

as its agent to accept service of process in the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation at place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Arden J. Lea
Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 AM 11:01