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Sweeting, Halbert, Essien & Colleton, P.A.

Attorneys at Law

FILED

97 MAR 17 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James Sweeting, III
Stanley E. Halbert
*Godwin J. Essien
**Larry H. Colleton

February 19, 1997

Of Counsel

*T. Ade Adeboye

*Master of Laws in Taxation

*Admitted to

Georgia Bar Only

**Admitted to Florida Bar,

Georgia Bar and

South Carolina Bar

Lurlene Sweeting, Ph.D.
Legal Administrator

Mailing Address:

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Orlando, Florida 32802-3351

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227 North Magnolia Ave.

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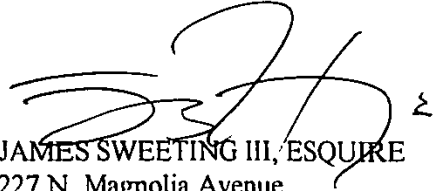
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee Florida, 32314

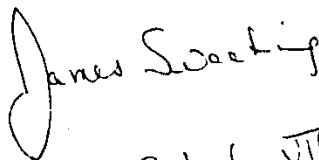
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***122.50 ***122.50

Re: Sweeting, Halbert, Essien & Colleton, P.A.

Enclosed please find an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$ 122.50.

FROM:


JAMES SWEETING III, ESQUIRE
227 N. Magnolia Avenue
Suite 101
Orlando Florida, 32801
(407) 648 2770



Article VIII & XIV



W97-47622
JH
3/17/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1997

JAMES SWEETING III, ESQUIRE
227 N MAGNOLIA AVE, SUITE 101
ORLANDO, FL 32801

SUBJECT: SWEETING, HALBERT, ~~ESSIEN~~ & COLLETON, P.A.
Ref. Number: W97000004622

We have received your document for SWEETING, HALBERT, ~~ESSIEN~~ & COLLETON, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your document is being returned as requested.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 697A00010168

Sweeting, Halbert, Essien & Colleton, P.A.
Attorneys at Law

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Stanley E. Halbert
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March 12, 1997

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

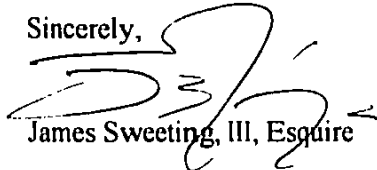
Re: Articles of Incorporation; Sweeting, Halbert & Colleton, P.A.

Dear Mrs. Hall:

Please find enclosed the corrected page four, of the Articles which we had previously forwarded to your office. The Partners to the association met last night and it was agreed that the enclosed page four be substituted for the one originally, sent, and made part of the official submission as the Articles of Incorporation, of Sweeting, Halbert & Colleton, P.A. The initial page four may be discarded.

If you have any questions, do not hesitate to contact me.

Sincerely,


James Sweeting, III, Esquire

Encl:

Sweeting, Halbert, Essien & Colleton, P.A.
Attorneys at Law

James Sweeting, III
Stanley E. Halbert
*Godwin J. Essien
**Larry H. Colleton

Of Counsel

*T. Ade Adeboye

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*Admitted to
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**Admitted to Florida Bar,
Georgia Bar and
South Carolina Bar

Lurlene Sweeting, Ph.D.
Legal Administrator

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March 7, 1997

PaMELA Hall
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Corporation document

Dear Ms. Hall:

Enclosed you will find the new Incorporation papers.
Thanks for returning the former ones. You have retained
the check we sent please note your enclosed letter.

Sincerely,


Lurlene M. Sweeting
Legal Administrator

LMS/mwp

FILED

**ARTICLES OF INCORPORATION OF
SWEETING, HALBERT & COLLETON, P.A. 97 MAR 17 AM 8:48
A PROFESSIONAL CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all of whom are duly licensed to practice **LAW**, in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation:

I. NAME

The name of the professional corporation is:

SWEETING, HALBERT & COLLETON, P.A.

II. PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of law within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with an incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To Invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other type of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all rights, powers, ad privileges of ownership, including all voting powers of any stocks so owned.

(g) To establishes and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation as presently enacted and as may be amended or suspended by any other statute.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. REGISTERED OFFICE

The street address of the Corporation's initial registered office in this State is:

227 North Magnolia Avenue, Suite 101
Orlando Florida, 32801
Orange County

The initial registered agent at the registered office is:

JAMES SWEETING, III

V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is:

227 North Magnolia Avenue, Suite 101
Orlando Florida, 32801

VI. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice law within the State of Florida, or within the State of Georgia. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client. This provision shall not be applicable to the extent it conflicts with the law or the professional regulation of the Florida or Georgia Bar.

VII. INCORPORATORS

The name and address of each incorporator is:

Name	Address
JAMES SWEETING, III	227 North Magnolia Avenue, Suite 101 Orlando, Florida 32801
STANLEY E. HALBERT	227 North Magnolia Avenue, Suite 101 Orlando Florida, 32801
LARRY H. COLLETON	227 North Magnolia Avenue, Suite 101 Orlando Florida, 32801

VIII. DIRECTORS

The initial Board of Directors shall consists of three (3) members. The names and addresses of the Board of Directors are:

JAMES SWEETING, III

227 North Magnolia Avenue, Suite 101
Orlando, Florida 32801

STANLEY E. HALBERT

227 North Magnolia Avenue, Suite 101
Orlando Florida, 32801

LARRY H. COLLETON

227 North Magnolia Avenue, Suite 101
Orlando Florida, 32801

IX. SHARE STRUCTURE

Number and Type

9.1. The maximum number of shares that the Corporation is authorized to have outstanding is forty (40) shares of common stock having no par value.

Restrictions on Issuance and Transfer

9.2. No share of stock of this Corporation shall be issued or transferred to any person who is not an attorney, duly licensed to practice law.

Authority of Board of Directors

9.3. Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and after organization shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

9.4. The Board of Directors is authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid

to shareholders without action by the shareholders, to the use or surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholder's Actions

9.5. To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote on that action) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

X. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is ten (\$10.00).

XI. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XII. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of the majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of

the Board of Directors that authorizes or takes actions in respect to any such transaction. No interested director may vote to authorize, ratify, or approve the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary, his or her good faith shall be presumed, in the absence of clear and convincing evidence of proof of the contrary.

XIII. INDEMNIFICATION

Right to Indemnification

13.1. To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors consisting of the Directors who were not parties to such action, has determined by a majority of the directors who were not parties to such action, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Written Demand for Indemnification

13.2. Any officer, director or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the president or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may within sixty (60) days following date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of paragraph 13.1. If

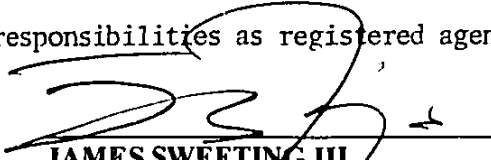
the Court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

XIV. ELECTION UNDER THE PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Professional Service Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on March 1, 1997.

I hereby accept the duties and responsibilities as registered agent.


JAMES SWEETING III
Florida Bar No.: 0715311
Incorporator/Registered Agent


STANLEY E. HALBERT
Florida Bar No.: 7550366


LARRY H. COLLETON
Florida Bar No.: 0793248

97 MAR 17 AM 8:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of March, 1997, by JAMES SWEETING, III, as incorporator of SWEETING, HALBERT & COLLETON, P.A., a professional corporation on behalf of the corporation. He as produced _____ as identification and did not take an oath.

LURLENE M. SWEETING
Notary Public, State of Florida
My comm. expires Nov. 27, 1999
No. CC 511905

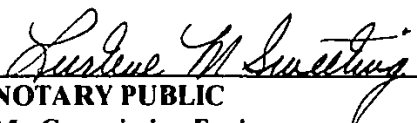

NOTARY PUBLIC
My Commission Expires

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of March, 1997, by STANLEY E. HALBERT, as incorporator of SWEETING, HALBERT & COLLETON, P.A., a professional corporation on behalf of the corporation. He as produced _____ as identification and did not take an oath.

LURLENE M. SWEETING
Notary Public, State of Florida
My comm. expires Nov. 27, 1999
No. CC 511905

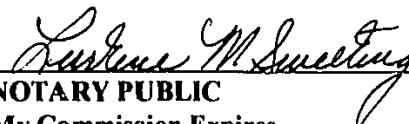

NOTARY PUBLIC
My Commission Expires

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of March, 1997, by LARRY H. COLLETON, as incorporator of SWEETING, HALBERT & COLLETON, P.A., a professional corporation on behalf of the corporation. He as produced _____ as identification and did not take an oath.

LURLENE M. SWEETING
Notary Public, State of Florida
My comm. expires Nov. 27, 1999
No. CC 5119 5


NOTARY PUBLIC
My Commission Expires