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DAVID C. DOWELL

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March 17, 1997

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

Re: Pennington and Dowell, P.A.

Dear Sir/Madam:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the filing fee of \$35.00 and the Registered Agent fee of \$35.00.

Please file the original of the enclosed Articles of Incorporation and return a copy to the undersigned attorney.

Sincerely,

David Dowell
David Dowell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
PROFESSIONAL CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation ("Corporation") shall be **PENNINGTON AND DOWELL, P.A.**

ARTICLE II

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys.
- b. To engage in and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

ARTICLE III

- a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the Corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The address of the principal office of the Corporation is 815 Orienta Avenue, Suite 6, Altamonte Springs, Florida 32701.

ARTICLE VI

The initial street address of the Corporation's registered office is 815 Orienta Avenue, Suite 6, Altamonte Springs, Florida 32701. The initial registered agent for the Corporation at that address is David Dowell.

ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the persons who will serve on the initial Board of Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Samuel R. Pennington	P.O. Box 2140 Minneola, FL 34755
David C. Dowell	815 Orienta Ave., Suite 6 Altamonte Springs, FL 32701

ARTICLE VIII

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
David C. Dowell	815 Orienta Ave., Suite 6 Altamonte Springs, FL 32701

ARTICLE IX

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE X

If any officer, director, shareholder agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


ARTICLE XII

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

ARTICLE XIII

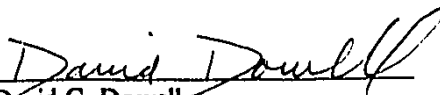
The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of March, 1997.


David C. Dowell
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Pennington and Dowell, 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 Florida law.


David C. Dowell
Registered Agent

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