

George GARDNER

166 A1A North

Route Vedalia Beach, FL. 32082

P 97 0000 40881 MAY 2 1997

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee Florida 32314

FILED
MAY -5 AM 11:04
TALLAHASSEE, FLORIDA

Re: George Gardner, P.A.

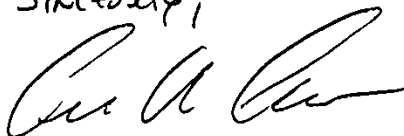
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DEAR Sir: EFFECTIVE DATE
5-2-97

Enclosed is the original and one copy of Articles of Incorporation for the above referenced corporation which we request you file, together with our check in the amount of \$122.50 (35.00 filing fee; 52.50 certified copy; 35.00 registered agent designation).

Once filed, please return a certified copy of the articles to the undersigned.

Sincerely,



George D. Gardner

EFFECTIVE DATE
5-2-97 ARTICLES OF INCORPORATION
OF
George Gardner, P.A.

The undersigned subscriber to these Articles of Incorporation of a professional service corporation, a natural person, competent to contract, and admitted to practice as an Attorney-at-law and duly licensed to render services as such under the laws of the State of Florida, does hereby present these Articles for the formation of a professional service corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is George Gardner, P.A.

ARTICLE II. NATURE OF BUSINESS

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

To render professional legal services and to do all things in connection therewith that are customarily done by licensed attorneys-at-law under the laws of the State of Florida.

To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own real or 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 enumerated or incidental thereto, 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 objectives of the corporation.

FILED
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CLERK OF COURT

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock, fully paid, with a par value of Ten Cents (\$0.00) each. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

The existence of this corporation shall begin May 2, 1997, and shall continue perpetually thereafter until dissolved according to law.

ARTICLE VI. ADDRESS, REGISTERED AGENT, RESIDENT AGENT

The initial street and mailing address of the registered office and principal office of this corporation is 166 Highway A1A

North, Ponte Vedra Beach, Florida 32082. The initial registered agent and resident agent for service of process is George Gardner, at said registered and principal office. The Board of Directors may, from time to time, designate a different person as its registered agent and resident agent to accept service of process.

ARTICLE VII. DIRECTORS

The number of directors of this corporation initially shall be one, which number may be increased or decreased from time to time by resolution adopted by the stockholders, but may never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR

The name of the director who shall act until the first annual meeting or until his successor(s) is duly chosen and qualified is:

George Gardner, Esquire
166 Highway A1A North
Ponte Vedra Beach, Florida 32082

ARTICLE IX. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation, who is an Attorney-at-law, duly licensed under the laws of the State of Florida to render services as such, is:

George Gardner, Esquire
166 A1A North
Ponte Vedra Beach, Florida 32082

ARTICLE X. POWERS

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the

amount, if any, to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit sharing, pension or deferred compensation plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation, retirement and other benefits. The interest of any director in any of the foregoing matters or in any other matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.

To enter into, or become a partner in, any arrangement for sharing profits and losses, partnership, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the authority to pursue.

This corporation may, by its bylaws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE XI. PROFESSIONAL SERVICE CORPORATION

It is intended that this corporation shall be a professional

service corporation governed by the provisions of Chapter 621, Florida Statutes.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in a manner now or hereafter prescribed by statute.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of this corporation may be amended to change the business purpose of this corporation from the rendering of professional service to provide for any other lawful purpose.

ARTICLE XIII. LIMITATIONS ON CORPORATE STOCK

No one, other than an individual who is duly licensed as an Attorney-at-law under the laws of the State of Florida, may own any corporate stock of this corporation; nor may any stockholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of that stockholders stock.

If any officer, stockholder, agent or employee of this corporation who has been rendering professional service to the public as an Attorney-at-law becomes legally disqualified to render such professional service within this state, or is elected to public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interest in, this corporation forthwith.

ARTICLE XIV. CONTRACTS

No contract or other transaction between this corporation and any person, firm, company or corporation shall be affected by the fact that any director or officer of this corporation, individually or jointly, is a party to, or is interested in, such contract or transactions or by the fact that any director or officer of this corporation is a director or officer of such other corporation or company.

IN WITNESS WHEREOF, I, George Gardner, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 25th day of April, 1997.

Signed, sealed and delivered
in the presence of:

Jessie O'Hara

George Gardner
George Gardner

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That George Gardner, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, to be in the City of Ponte Vedra Beach, County of St. John's, State of Florida, has named Geroge Gardner, Esquire, located at 166 Highway A1A North, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this State.

George Gardner, P.A.

By:

ACKNOWLEDGEMENT :

Having been named to accept service of process for the above stated corporation, at the place designated 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.

George Gardner, Resident Agent