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LAW OFFICE
MCCONNAUGHAY, MAIDA & CHERR, P. A.

MONROE PARK TOWER • SUITE 900

101 NORTH MONROE STREET

P. O. DRAWER 229

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TELECOPIER: 904-222-4359

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MARY E. CRUICKSHANK
MICHAEL C. CRUMPLER
CECIL DAVIS, JR.
LAURIE T. DODSON
CHRISTOPHER JOHN DUBOIS
BRIAN S. DUFFY
JOE O. DURRETT
SUSAN L. FARA
CLYDE W. GALLOWAY, JR.
MARK H. GELMAN
TRACEY J. HYDE
MARY E. INOLEY
MICHAEL E. INGRAM
BRIAN C. KERI
JACQUELYN K. LEWIS
THOMAS J. MAIDA

SUSAN NEELEY MARKS
JAMES N. MCCONNAUGHAY
AUSTIN B. NEAL
ROBERT C. PALMER, III
ROBERT D. POPE
PETER S. ROUNBOS
MICHAEL J. RUDICELL
E. LOUIS STERN
SARAH MEYER STOKES
M. KEMMERLY THOMAS
JESSICA ENCISO VARN
IVAN D. VORONEC
MARY LALLEY WAKENAN
PATRICK E. WEAVER

OF COUNSEL
RODERIC G. MAGIE

GOVERNMENTAL CONSULTANT
GARY A. GUZZO
ANNE M. DESETA
(*NOT AN ATTORNEY)

May 15, 1997

VIA HAND DELIVERY

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*****122.50 *****122.50

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Maida, Galloway & Neal, P.A.

Dear Sir or Madam:

Enclosed for filing are an original and one (1) copy of the Articles of Incorporation of the above referenced company, and a check for \$122.50 (includes filing fee of \$35.00, certified copy fee of \$52.50 and designation of and acceptance by registered agent filing fee of \$35.00). Please provide us with a certified copy of the Articles of Incorporation in the enclosed self-addressed stamped envelope.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely yours,



Thomas J. Maida

mail out

/vrn
Encl.

MAY 15 1 13 PM '97

310 SOUTH BAYLEN STREET, SUITE 500
P. O. BOX 10570
PENSACOLA, FLORIDA 32501-0570
TELEPHONE: 904-304-7122
TELECOPIER: 904-305-0924

825 JENKS AVENUE
P. O. BOX 2551
PANAMA CITY, FLORIDA 32409
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8001 DIXIE LANE TRAIL
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JACKSONVILLE, FLORIDA 32216
TELEPHONE: 904-903-1050
TELECOPIER: 904-903-1010

1800 SECOND STREET
SUITE 204
SARASOTA, FLORIDA 34230
TELEPHONE: 941-555-0141
TELECOPIER: 941-555-0144

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ARTICLES OF INCORPORATION
MAIDA, GALLOWAY & NEAL, P.A.

FILED
97 MAY 15 AM 11:39

The undersigned incorporators, each of whom is licensed and legally authorized to practice law in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I
NAME

The name of the corporation is Maida, Galloway & Neal, P.A.

ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 300 East Park Avenue, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation, located at that office is Thomas J. Maida.

ARTICLE III
DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV
PURPOSE

This corporation is organized for the following purposes:

(a) To engage in the practice of law as a professional law corporation and to carry on services incident to the practice of law.

(b) To own property, to enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE V
CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1,000 shares. The shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share.

ARTICLE VI
CAPITALIZATION

The amount of capital with which the corporation will begin the practice of law is not less than \$1,000.

ARTICLE VII
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently confirmed on professional corporations by the laws of the State of Florida.

ARTICLE VIII
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

NAME

ADDRESS

Thomas J. Maida

1978 Chatsworth Way
Tallahassee, FL 32308

Clyde W. Galloway, Jr.

3662 Uncle Glover Road
Tallahassee, FL 32312

Austin B. Neal

1856 Wagon Wheel Circle
Tallahassee FL 32311

ARTICLE IX DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is three (3), and the names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas J. Maida	1978 Chatsworth Way Tallahassee, FL 32308
Clyde W. Galloway, Jr.	3662 Uncle Glover Road Tallahassee, FL 32312
Austin B. Neal	1856 Wagon Wheel Circle Tallahassee FL 32311

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be three (3) years and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten (10) days following the issuance of the certificate of incorporation. Following the adoption of bylaws by the affirmative vote of two-thirds (2/3) of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI DISSOLUTION

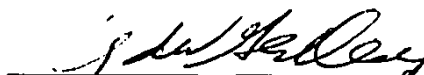
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to shareholders pro rata, each

shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

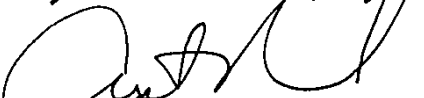
The undersigned incorporators to this corporation have executed these Articles of Incorporation at Tallahassee, Florida, this _____ day of May, 1997.



THOMAS J. MAIDA



CLYDE W. GALLOWAY, JR.



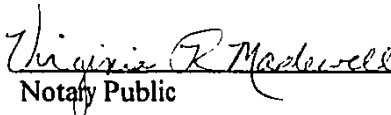
AUSTIN B. NEAL

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this _____ day of May, 1997 by Thomas J. Maida, who is personally known to me or ~~who has produced~~ _____ as ~~identification and who did (did not)~~ take an oath).



Virginia R. Madewell
MY COMMISSION # CC827824 EXPIRES
March 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

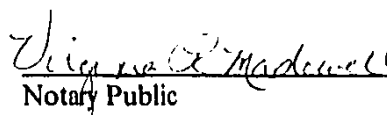

Notary Public

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this _____ day of May, 1997 by Clyde W. Galloway, Jr., who is personally known to me or ~~who has produced~~ _____ as ~~identification and who did (did not)~~ take an oath).



Virginia R. Madewell
MY COMMISSION # CC827824 EXPIRES
March 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this _____ day of May, 1997 by Austin B. Neal, who is personally known to me or ~~who has produced~~ _____ as identification and who did (did-not) take an oath).



Virginia R. Madewell
MY COMMISSION # CC627624 EXPIRES
March 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Virginia R. Madewell

Notary Public

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, 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: Maida, Galloway & Neal, P.A.

2. The name and address of the registered agent and office is:

Thomas J. Maida

(Name)

300 East Park Avenue

(P.O. Box NOT acceptable)

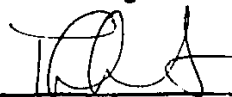
Tallahassee, FL 32301

(City/State/Zip)

97 MAY 15 AM 11:39

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE



DATE

May 15, 1997

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314