

P97000046958



ACCOUNT NO. : 072100000032

REFERENCE : 406489 5315A

AUTHORIZATION : *Patricia. Pijet*

COST LIMIT : \$ 122.50

ORDER DATE : May 28, 1997

ORDER TIME : 10:42 AM

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ORDER NO. : 406489-005

CUSTOMER NO: 5315A

CUSTOMER: Ms. Lisa Miller  
TRENAM KEMKER SCHARF BARKIN  
FRYE O'NEILL & MULLIS, P.A.  
2700 Barnett Plaza  
101 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC FILING

NAME: LAMALIE TAMPA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

MAY 28 1997

TALLAHASSEE, FLORIDA

MAY 28 PM 12:16

57 MAY 28 PM 12:15  
67-0-00000

5/27/97

ARTICLES OF INCORPORATION  
OF  
LAMALIE TAMPA, INC.

FILED  
MAY 23 1997  
TALLAHASSEE, FLORIDA

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I  
Corporate Name

The name of this Corporation shall be:

LAMALIE TAMPA, INC.

ARTICLE II  
Mailing Address

The mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

Northdale Plaza  
3903 Northdale Boulevard  
Tampa, Florida 33624

ARTICLE III  
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000,000 shares of Common Stock with a par value of \$.01 per share, 500,000 of which shares shall be designated Class A Common Stock and 500,000 of which shares shall be designated Class B Common Stock. Such shares together shall have unlimited voting rights and shall be entitled to receive the net assets of this Corporation upon dissolution of this Corporation. The relative rights, preferences and liabilities of shares of Class A Common Stock and Class B Common Stock shall be in all respects identical, except that (1) as to any matter voted upon by the stockholders of this Corporation, including but not limited to any election of one or more directors of this Corporation, such matter shall be approved if and only if approved by the vote of both the holders of Class A Common Stock and the holders of Class B Common Stock, each voting as a separate voting group, and (2) the holders of each such class of stock may, upon the affirmative vote of holders of a majority of the then outstanding number of shares of such class, call an annual or special meeting of the stockholders of this Corporation for any purpose, including the election of directors.

ARTICLE IV  
Commencement of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation are executed by the incorporator of this Corporation, if these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida.

ARTICLE V  
Registered Office and Registered Agent

The name of this Corporation's initial registered agent at this Corporation's initial registered office, and the street address of such office, are as follows:

JACK P. WISSMAN  
Northdale Plaza  
3903 Northdale Boulevard  
Tampa, Florida 33624

ARTICLE VI  
Incorporator

The name and street address of the incorporator of this Corporation are as follows:

JACK P. WISSMAN  
Northdale Plaza  
3903 Northdale Boulevard  
Tampa, Florida 33624

ARTICLE VII  
Initial Board of Directors and Officers

(a) The Board of Directors of this Corporation shall have such number of members as may be determined from time to time by the stockholders of this Corporation or otherwise in accordance with the Bylaws of this Corporation. The initial Board of Directors of this Corporation shall consist

of twelve (8) members who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until the earlier to occur of the first annual meeting of stockholders of this Corporation or the first special meeting of stockholders of this Corporation one of the purposes of which is to elect directors of this Corporation, or until such earlier time as a successor or successors has or have been duly elected and qualified. The names of the initial directors are:

MICHAEL BRENNER  
ARTHUR J. DAVIDSON  
MARK P. ELLIOTT  
DAVID W. GALLAGHER  
HAROLD E. JOHNSON  
JOHN F. JOHNSON  
ROBERT L. PEARSON  
JACK P. WISSMAN


The mailing address of each initial director is:

Northdale Plaza  
3903 Northdale Boulevard  
Tampa, Florida 33624

(b) The initial officer of this Corporation who, subject to these Articles of Incorporation, the Bylaws of this Corporation and applicable law, shall hold office until a successor or successors has or have been duly elected and qualified, shall be as follows:

ROBERT L. PEARSON — President, Chief Executive Officer  
JACK P. WISSMAN — Vice President of Finance and  
Administration, Secretary

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of May, 1997.

  
JACK P. WISSMAN, Incorporator

**LAMALIE TAMPA, INC.**

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, JACK P. WISSMAN, having been appointed registered agent for the above named corporation, does hereby accept such appointment and agree and consent to act in such capacity. The undersigned is familiar with, and accepts, the obligations of a registered agent imposed by the Florida Business Corporation Act.

**DATED** this 27th day of May, 1997.

  
\_\_\_\_\_  
JACK P. WISSMAN

FILE  
JUN 12 1997  
TALLAHASSEE, FLORIDA