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HOURS BY APPOINTMENT ONLY

May 27, 1997

Corporate Records Bureau  
Division of Corporation  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

400002198264--6  
-06/02/97--01110-013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Articles of Incorporation of John Ashley Wayne Partners and Associates, Inc.**

Dear Sir:

Enclosed herewith please find an original and 1 copy of the Articles of Incorporation of the above named corporation, together with the certificate designating the registered agent within this State.

I am enclosing our check in the amount of \$70.00 to cover the filing fee, cost of the certified copy and registered agent filing fee.

Please return one certified copy to the undersigned. Needless to say, should you have any questions or comments, please feel free to contact me.

Sincerely,

Arthur S. Corrales, Esq.

ASC/rmm

Enc: Articles of Incorporation (2)  
Check for Filing Fee

BMC 6/5/97

509

W97-13147

FILED  
97 JUN 16 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 5, 1997

ARTHUR S. CORRALES  
ATTORNEY AT LAW  
1602 W SLIGH AVENUE SUITE 100  
TAMPA, FL 33604

SUBJECT: JOHN ASHLEY WAYNE PARTNERS AND ASSOCIATES,  
INCORPORATED  
Ref. Number: W97000013147

We have received your document for JOHN ASHLEY WAYNE PARTNERS AND ASSOCIATES, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 497A00030361

**FILED**  
JUN 16 AM 10:58

**ARTICLES OF INCORPORATION OF  
JOHN ASHLEY WAYNE PARTNERS AND ASSOCIATES, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name**

The name of this corporation is John Ashley Wayne Partners and Associates, Inc.

**Article II - Duration**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article IV - Capital Stock**

(a) The total number of shares of Capital Stock authorized to be issued by the corporation shall be Seventy Five Hundred (7,500) shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to:

1. Vote at any meeting of the shareholders. All or any part said Capital Stock may be paid in money or property (other than stock and securities) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be nonassessable.

(b) In the election of Directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) Every shareholder, upon the sale for cash of any new stock in this corporation shall have the right to purchase its pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article V - Initial Registered Office and Registered Agent**

**Initial Registered Office:** The address of the initial registered office of the corporation in the state of Florida is 11400 4th Street, North, Suite 1004, St. Petersburg, Florida 33716.

**Initial Registered Agent:** The registered agent of the corporation at the registered office of the corporation is Wayne P. Colombo.

**Article VI - Capital to Begin Business**

The amount of capital with which this corporation will begin business will be a minimum of Five Hundred Dollars (\$500.00).

**Article VII - Reduction in Stated Capital**

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

**Article VIII - Initial Board of Directors**

The corporation shall initially have three (3) directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation. The names and addresses of the initial directors are: Wayne P. Colombo, 11400 4th Street, North, Suite 1004, St. Petersburg, Florida 33716, Ashley E. Bodden, Jr., 8933 Eastman Drive, Tampa, Florida 33626 and John Esculano, 421 Pine Warbler Way, North, Palm Harbor, Florida 34683.

**Article IX - Management**

The business of the corporation shall be managed by its Board of Directors.

**Article X - Director's Action**

Any action permitted or required to be taken by the Directors of this corporation may be taken at meeting of the Directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

**Article XI - Incorporator**

The name and address of the incorporator signing these Articles is Wayne P. Colombo, 11400 4th Street, North, Suite 1004, St. Petersburg, Florida 33716.

**Article XII - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**Article XIII - General Powers**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

- (a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation.
- (b) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) restricted stock option plan, (6) medical reimbursement plan, (7) insurance programs, or (8) other fringe benefit or incentive compensation plans.

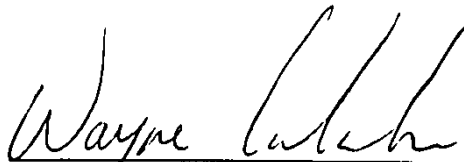
Article XIV - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XV - Existence of Corporation

This corporation shall commence business on the day these Articles are filed with the Secretary of State's Office and shall exist perpetually thereafter unless dissolved according to law.

IN WITNESS WHEREOF the subscribing incorporator has hereunto set his hand and seal this 27th day of May, 1997.

  
WAYNE P. COLOMBO

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Wayne P. Colombo, known to me and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal of the State and County aforesaid, this 27th day of May, 1997.

  
Notary Public  
My Commission Expires:



MICHELE D MOWERY  
My Commission CC379730  
Expires Jun. 08, 1998  
Bonded by HAI  
800-422-1858

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

**FILED**

97 JUN 16 AM 10:58

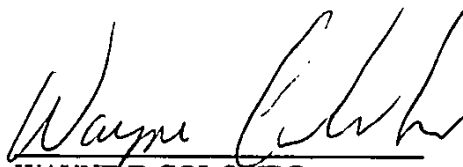
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. That John Ashley Wayne Partners and Associates, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 11400 4th Street, North, Suite 1004, St. Petersburg, Florida 33716, County of Pinellas, has named Wayne P. Colombo, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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.

  
**WAYNE P. COLOMBO**