BARBARA B. MATHEWS

ATTORNEY AT LAW Old Towne Square 5336 Highway 98 North Lakeland, Florida 33809

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P97 50 53716

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

RE: Barbara B. Mathews, P.A.

EFFECTIVE DATE

7 - 1 - 97

600002213216--5 -06/16/97--01131--004 ****122.50 ****122.50

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation, with the Certificate of Designation of Registered Agent attached.

A check in the amount of \$122.50 is enclosed to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	 35,00
Designation	\$ 122.50

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Please provide a certified copy of the Articles of Incorporation and your certificate of filing to the above address.

Thank you for your assistance.

Sincerely,

BARBARA B. MATHEWS, ESQUIRE

Barbara & Markeus

BBM:jfk enclosures

^{ल कारकासकार} July 1 8 1997

ARTICLES OF INCORPORATION

CIVE NATE OF

BARBARA B. MATHEWS, P.A.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I. - Name

The name of the corporation is BARBARA B. MATHEWS, P.A..

ARTICLE II. - Principal Office and Mailing Address of the Corporation

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The address of the principal office of the corporation is 5336 U.S. Highway 98 North, Lakeland, FL 33809 and its mailing address is the same.

ARTICLE III. - Corporate Duration

The corporation shall begin existence on July 1, 1997, which shall be the effective date of filing of these Articles. The corporation shall exist perpetually until dissolved according to law.

ARTICLE IV. - Purpose

The corporation is organized as a professional service corporation for the purpose of engaging in the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or own real or personal property necessary for the rendering of professional services.

ARTICLE V. - Stock

The aggregate number of share which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

The corporation elects to have preemptive rights.

ARTICLE VI. - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The number of directors constituting the initial board of directors of the corporation is one. The number of directors may thereafter be increased or eliminated entirely in favor of shareholder management from time to time in accordance with the bylaws of the corporation or shareholders' agreement.

The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Barbara B. Mathews	1215 Driggers Road
	Lakeland, FL 33809

ARTICLE VII, - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE VIII. - Amendment of Articles

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or any special meeting of the stockholders called for that purpose.

ARTICLE IX. - Registered Office and Agent

The street address of the initial registered office of the corporation is 5336 U.S. Highway 98 North, Lakeland, FL 33809, and the name of its initial registered agent at such address, is Barbara B. Mathews.

ARTICLE X. - Incorporators

The name and address of each incorporator is:

Name	Address	

Barbara B. Mathews 1215 Driggers Road Lakeland, FL 33809

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 12 day of \(\frac{\frac{1}{2}}{2} \), 1997.

STATE OF FLORIDA COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Barbara B. Mathews, personally known to me, and known by me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes

expressed therein.

WITNESS my hand and official seal this 12 day of 1997, at Lakeland, Polk County, Florida.

Sinda Canderson

(SEAL)

LINDA C. ANDERSON My Comm Exp. 6/16/00 Bonded By Service Ins /No. CC543279

Notary Public, State of Florida at Large My Commission Expires: 6/16/00

TO: Department of State Tallahassee, Florida 32304

CERTIFICATE OF DESIGNATION 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: BARBARA B. MATHEWS, P.A.

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

Barbara B. Mathews 5336 U.S. Hwy 98 North Lakeland, FL 33809

DATED: June 12 1997

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BARBARA B. MATHEWS, President

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 to 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.

DATED: June 12 . 1997

BARBARA B. MATHEWS

Registered Agent