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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 464115 7132728

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : July 16, 1997

ORDER TIME : 11:28 AM

ORDER NO. : 464115-005

CUSTOMER NO: 7132728

CUSTOMER: Lee L. Haas, Esq
HAAS & CASTILLO

19321-c Us 19 North, Suite 401
Arbor Shoreline Office Park
Clearwater, FL 33764

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DOMESTIC FILING

NAME: ABERNATHY & MORGAN, 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: Andrew Cumper

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
ABERNATHY & MORGAN, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is Abernathy & Morgan, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation and its mailing address are:

Abernathy & Morgan, Inc.
26133 U.S. 19 North, Suite 402
Clearwater, Florida 34619

Mailing Address: P.O. Box 14409
Clearwater, Fl 34629-4409

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock with no par value.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Lee L. Haas, Esquire
Haas & Castillo, P.A.
19321-C U.S. 19 North

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TALLAHASSEE, FLORIDA

Suite 401
Clearwater, Florida 33764

The board of directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

Miriam P. Brown
2132 Camden Way
Clearwater, Florida 34619

Elaine S. Johnston
109 Bella Vista Drive
Murrysville, PA 15668

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Lee L. Haas, Esquire
Haas & Castillo, P.A.
19321-C U.S. 19 North, Suite 401
Clearwater, Florida 33764

ARTICLE XI. INDEMNIFICATION


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

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention

that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 15th day of July, 1997.



Lee L. Haas, Esquire
Incorporator

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

Pursuant to § 48.091, Florida Statutes, the following is submitted in compliance with
said Statute:

That Abernathy & Morgan, Inc. wishes to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation in the city of Clearwater,
County of Pinellas, State of Florida and has named Lee L. Haas, 19321-C U. S. Highway 19
North, Suite 401, Clearwater, Florida 33764, as its agent to accept service of process within this
state.

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 provision of said Statute relative to keeping open said office.



Lee L. Haas

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