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JEFFERSON W. MORROW

BOARD CERTIFIED CIVIL TRIAL LAWYER

1301 RIVERPLACE BLVD. - STE. 2600
JACKSONVILLE, FLORIDA 32207

TELEPHONE (904) 399-5626
TELEFAX (904) 399-5680

July 21, 1997

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

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***122.50 ***122.50

RE: Articles of Incorporation
Jefferson W. Morrow, P.A.

Dear Sir/Madam:

Enclosed please find the original and one fully conformed copy of the Articles of Incorporation for JEFFERSON W. MORROW, P.A., which includes the designation and acceptance of registered agent along with the registered office for service of process, for filing in the Office of the Secretary of State of Florida.

Also enclosed is our check in the amount of \$122.50 for payment of the following:

Filing Fee	\$ 35.00
Certified copy of	52.50
Articles of Incorporation	
Registered Agent	35.00
Designation	
	<u>\$ 122.50</u>

Would you be so good enough to return the certified copy of Articles of Incorporation to the undersigned as soon as possible.

Sincerely,

JEFFERSON W. MORROW

JWM/eb
encls.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 23 1997

ARTICLES OF INCORPORATION

OF

JEFFERSON W. MORROW, P.A.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned does hereby associate for the purpose of becoming a professional service corporation for profit under the laws of the State of Florida, and does hereby certify that the following articles have been adopted.

ARTICLE I. CORPORATE NAME

The name of this corporation is **JEFFERSON W. MORROW, P.A.**

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall have perpetual existence and shall exist commencing on the date of filing these Articles of Incorporation.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in the practice of law; to appear in a representative capacity as an attorney; to draw papers, pleadings, or documents, to perform any act in connection with the legal proceedings before a federal, state, or county court or any subdivision thereof; to advise or direct others as to civil or criminal law; enforce, settle, adjust, or compromise defaults, disputes, claims; prepare, draw, assist in the preparation or drawing of any papers relating to the rights of others; and to prepare, draw, procure, assist in preparation or drawing of affidavits, deeds, wills, conveyances, and mortgages.

To provide legal consultation, advice, and services that an attorney-at-law duly licensed under the laws of the State of Florida is authorized to render, provided such services shall be rendered only through the office, employees and agents who are duly licensed or otherwise legally authorized to engage in the practice of law within the State of Florida.

To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with, real and personal property necessary for the rendering of legal services.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To consolidate or merge with, or purchase the assets of another domestic legal corporation rendering the same professional services.

To invest in, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of real property located in the State of Florida and all other states and countries.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is 5,000 shares having a par value of \$1.00 per share. All common stock shall be fully paid and non-assessable. The common stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

(a) The street address of the initial registered office of this corporation is **1301 Riverplace Boulevard, Suite 2600, Jacksonville, Florida 32207**, and the name of the initial registered agent of this corporation at such address is Jefferson W. Morrow, Esquire.

(b) The principal office address and mailing address of this corporation is **1301 Riverplace Boulevard, Suite 2600, Jacksonville, Florida 32207**.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by majority vote of the directors, but shall never be less than one (1). The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, and By-Laws of this corporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders and until their successors have been elected and qualified, or until his/her earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
JEFFERSON W. MORROW	1301 Riverplace Boulevard, Suite 2600 Jacksonville, Florida 32207

ARTICLE VIII. INCORPORATORS

The name and address of the Incorporator and a statement of the number of shares of stock which he agrees to subscribe are as follows:

<u>Name</u>	<u>Address</u>	<u>No.</u>	<u>Amount</u>
JEFFERSON W. MORROW	1301 Riverplace Boulevard	51	Par Value

The proceeds from the payment for the shares of stock subscribed for will be at least as much as the amount of the par value thereof.

ARTICLE IX. LIMITATION ON ISSUANCE OF STOCK

No share or shares of the capital stock of this corporation shall be issued to or held by anyone other than an individual who is duly licensed or otherwise legally authorized to practice as an attorney within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his/her shares of the capital stock of this corporation.

ARTICLE X. RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell or transfer any of his/her shares of stock of this corporation, except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XI. CONTRACTS

No contract or other transaction between the corporation and any other corporation, association, person, or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more directors or officers of the corporation is or are interested in such contract or transaction as a director or officer of the other corporation or association or transaction of this corporation or in which this corporation is interested and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such director may be counted in order to determine the presence of a quorum.

ARTICLE XII. SHAREHOLDERS' AGREEMENTS

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by the majority of the shareholders, any regulatory or restrictive provisions regarding the

proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive By-Laws or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his/her shares, therein, except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XIII. OFFICERS

The officers of this corporation shall be a President, and a Secretary/Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIV. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the shareholders and approved by a shareholders' meeting by a simple majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 21st day of July, A.D., 1997, to the Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.



JEFFERSON W. MORROW

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared Jefferson W. Morrow, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of July, A.D., 1997.

Sharon Bloodworth Clafun

Notary Public State of Florida

SHARON BLOODWORTH CLAFUN

Notary Signature Printed

My Commission Expires:



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

Pursuant to Chapter 48.091, Florida Statutes, JEFFERSON W. MORROW, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Jefferson W. Morrow, Esquire, located at 1301 Riverplace Boulevard, Suite 2600, Jacksonville, Duval County, Florida, 32207, as its resident agent to accept service of process within this state.

ACKNOWLEDGMENT

The undersigned 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 my office open.



JEFFERSON W. MORROW

DATED: July 21, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA