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MASON & ASSOCIATES  
Professional Association  
Attorneys at Law

August 22, 1997

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 25 PM 4:29

Re: THOMPSON, MOHR & ASSOCIATES, INC.

Dear Sir or Madam:

Thompson, Mohr & Associates, Inc. is presently an Illinois corporation which was qualified to do business in Florida on January 18, 1989. The shareholders, officers and directors are Richard E. Thompson, M.D. and Joan B. Thompson.

At this time, Thompson, Mohr & Associates, Inc. wishes to withdraw the Florida qualification of the Illinois corporation. Subsequently, the principals of Thompson, Mohr & Associates, Inc. wish to incorporate in the State of Florida under the same name.

To accomplish this, we have enclosed the following:

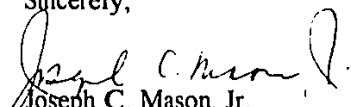
1. Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, together with a check in the amount of \$35.00 in payment of the filing fee.
2. Articles of Incorporation for Thompson, Mohr & Associates, Inc., together with a check in the amount of \$78.75, which represents \$75.00 for the filing fee, and \$3.75 for the acknowledgment letter upon filing. For your convenience we have enclosed a self-addressed envelope for return of the acknowledgment letter.

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State of Florida  
Secretary of State, Division of Corporations  
August 22, 1997  
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If you should have any questions concerning the enclosures, or require additional information, please call the undersigned at 813-538-3800 rather than returning the documents unfiled. Thank you for your assistance.

Sincerely,



Joseph C. Mason, Jr.

JCM:mmr  
Enclosures

c: Richard E. Thompson, M.D.

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ARTICLES OF INCORPORATION  
OF  
THOMPSON, MOHR & ASSOCIATES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 25 PM 4: 29

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is Thompson, Mohr & Associates, Inc. and the principal address is 1975 Orange Court, Palm Harbor, Florida, 34683.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 17757 U. S. Highway 19 North, Suite 500, in the City of Clearwater, County of Pinellas, Florida 34624-6566. The name of its registered agent at such address is Joseph C. Mason, Jr., Esq.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is Ten Cents (\$.10) amounting in the aggregate to One Thousand Dollars(\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Richard E. Thompson, M.D.	1975 Orange Court Palm Harbor, FL 34683
Joan B. Thompson	1975 Orange Court Palm Harbor, FL 34683

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Joseph C. Mason, Jr., Esq., whose mailing address is 17757 U.S. Highway 19 North, Suite 500, Clearwater, Florida, 34684-6566.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 21<sup>st</sup> day of AUGUST, 1997.

By: Joseph C. Mason, Jr.  
Joseph C. Mason, Jr.  
Incorporator

97 AUG 25 PM 4:29  
FLORIDA STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS

Acknowledgment of Registered Agent

I hereby accept designation as  
Registered Agent.

MASON & ASSOCIATES, P.A.

By: Joseph C. Mason, Jr.  
Joseph C. Mason, Jr.  
Registered Agent

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