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Reply to: Palm Harbor

October 20, 1997

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

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Re: Articles of Incorporation of CHARLEEN C. RAMUS, P.A.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for CHARLEEN C. RAMUS, P.A.; and
2. Check in the amount of \$122.50 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.

John M. Sakellarides
John M. Sakellarides

JMS/lsg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1997

JOHN M SAKELLARIDES
HERDMAN 7 SAKELLARIDES PA
2595 TAMPA ROAD STE J
PALM HARBOR, FL 34684

SUBJECT: CHARLEEN C. RAMUS, P.A.
Ref. Number: W97000024717

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CHARLEEN C. RAMUS, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 497A00052726

2 corrections enclosed (FBI PAGE 1 ARTICLE I)

ARTICLES OF INCORPORATION

CHARLEEN C. RAMUS, P.A.

The undersigned subscribers to the herein styled Articles of Incorporation, natural persons competent to contract, and duly licensed by the State of Florida to practice law, hereby establishes a professional service corporation under the laws of the State of Florida.

ARTICLE I NAME AND ADDRESS:

The name of this corporation shall be **CHARLEEN C. RAMUS, P.A.** and the mailing address shall be 5801 Cay Cove Court, Tampa, Florida 33615.

ARTICLE II DURATION:

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III PURPOSE AND POWERS:

(a) This corporation is organized solely for the purpose of conducting the practice of law only through the persons qualified to practice law in the State of Florida. Such persons shall practice law in accordance with the rules for professional conduct promulgated by the State of Florida. The corporation shall at all times comply with such standards of professional conduct.

(b) This corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Florida Law only in furtherance of and subject to the limitations stated in the preceding paragraph designated III(a).

ARTICLE IV QUALIFICATIONS OF SHARE HOLDERS:

All shareholders of the corporation shall be persons duly licensed by the State of Florida to practice law in the State of Florida. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacations, and on leaves of absence not to exceed one year, are actively engaged in the practice of law in the offices of the corporation. All shares of any shareholder who ceases to be eligible to be a shareholder

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of this corporation shall be called immediately in accordance with the provisions of paragraph VII, or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders.

ARTICLE V CAPITAL STOCK AND INITIAL STOCK:

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock with a \$1.00 par value. The amount of capital with which this corporation will begin business is at least Five Hundred Dollars (\$500.00).

ARTICLE VI VOTING:

Each shareholder of record shall have one vote for each share of stock standing in her name on the books of the corporation, except that in the election of Directors, she shall have the right to vote such number of shares for as many persons as there are Directors or for any other purpose.

ARTICLE VII CALL OF SHARES:

Any shares shall be callable on the vote of seventy-five percent (75%) of the outstanding shares at a meeting duly called for the purpose, at a price and on a payment schedule as specified in the By-Laws, and if no price or payment schedule is so specified, the price shall be the pro rata net book value thereof as of the last day of the month preceding the month in which the call is made, and the payment therefore shall be made in cash on receipt of shares. Such call need not be ratable; it may specify all or part of the shares of a particular shareholder. Such a call shall be made within thirty (30) days after any shareholder has ceased to be qualified to be a shareholder and shall be made with respect to all shares she owns.

ARTICLE VIII RIGHT OF REDEMPTION:

Each shareholder shall have the right to require the corporation to redeem all of her shares. If such a shareholder serves written demand on the corporation that it do so, the corporation shall redeem all of her shares at a price and on the time schedule provided in the By-Laws. If the By-Laws do not so provide, the price specified for called shares in paragraph VII shall be the price, and if the By-Laws fail to provide a time schedule, the shares shall be redeemed for cash on receipt of such shares.

ARTICLE IX LIABILITY:

The corporation shall be liable for the acts, errors and omissions of the employees of the corporation to the degree now or hereafter specified by law.

ARTICLE X DIRECTORS:

The number of Directors constituting the initial Board of Directors shall be one (1). The number of Directors may be either increased or decreased from time to time, but shall never be less than one (1).

The name and street address of the initial Board of Director is:

Charleen C. Ramus
5801 Cay Cove Ct.
Tampa, Florida 33615

She shall hold office until the first annual meeting of stockholders.

The President of this corporation shall be a shareholder and director. All other officers and directors of the corporation, to the extent possible, shall be persons eligible to be shareholders.

ARTICLE XI OFFICERS:

The name and address of the initial officer of the corporation is as follows:

Charleen C. Ramus
5801 Cay Cove Ct.
Tampa, Florida 33615

President
Treasurer
Secretary

ARTICLE XII MANAGEMENT OF CORPORATION:

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

ARTICLE XIII AGENT:

The initial registered agent for this corporation is Charleen C. Ramus, Esquire, and the initial registered office is located at 5801 Cay Cove Ct., Tampa, Florida 33615.

ARTICLE XIV ADDITIONAL PROVISIONS:

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount which is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

- (i) make and amend By-Laws of the corporation;
- (ii) establish such reserves as the Board may deem necessary and in the best interest of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit, pursuant to Chapter 607, Florida Statutes, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true, and does agree to take the shares of stock hereinabove authorized in the following amounts:

Charleen C. Ramus

100 shares

The undersigned original subscriber has executed these Articles of Incorporation for the purposes herein expressed.



Charleen C. Ramus
5801 Cay Cove Ct.
Tampa, Florida 33615

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that the foregoing instrument was acknowledged before me, an officer duly qualified to take acknowledgments, on this 23 day of October, 1997 by **Charleen C. Ramus**, President, Treasurer and Secretary, of **Charleen C. Ramus, P.A.**, a Florida corporation, and that as such officer, she executed said instrument on behalf of the corporation. She is personally known to me, or has produced _____ as identification.

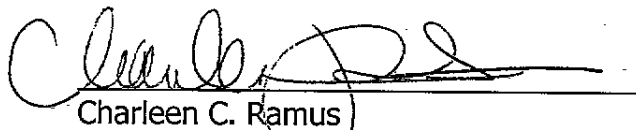


Notary Public, State of Florida
My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as resident Agent for **Charleen C. Ramus, P.A.**, at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.



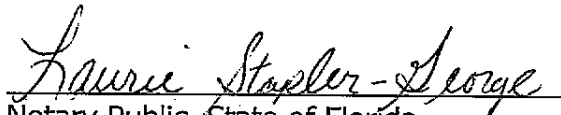
Charleen C. Ramus
5801 Cay Cove Ct.
Tampa, Florida 33615

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that on this 23 day of October, 1997, before me an officer duly qualified to take acknowledgments, appeared **Charleen C. Ramus**, who is personally known to me or has produced as identification, and that she executed the foregoing instrument for the purpose contained therein.



Notary Public, State of Florida
My Commission Expires:

NOTARY PUBLIC
LAURIE STAPLER-GEORGE
COMMISSION #CC850510
EXPIRES MAY 26, 2001