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DAVID B. WILLIAMS

December 18, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
12-18-97

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-12/19/97--01053--018
****122.50 ****122.50

Re: DAVIS & SCARRITT, P.A.
Our File No. DSPA-0

Dear Sir or Madam:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

1.	Fee for filing Articles of Incorporation	\$35.00
2.	Fee for obtaining certified copy of Articles of Incorporation	52.50
3.	Filing a certificate designating Registered Agent	<u>35.00</u>
		\$122.50

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97 DEC 19 PM 12:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Yours truly,

Stephanie R. Conn

Stephanie R. Conn
Legal Assistant

/src
Enclosures

136403.01

12-22-97

ARTICLES OF INCORPORATION
OF
DAVIS & SCARRITT, P.A.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, each currently licensed to practice law within the State of Florida and in their capacity as incorporators of the captioned professional service corporation being formed under the Professional Service and Florida Business Corporation Acts, respectively Chapters 621 and 607, Florida Statutes, adopt the following Articles of Incorporation:

EFFECTIVE DATE
12-18-97

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is DAVIS & SCARRITT, P.A., and its principal office and mailing address is 100 North Tampa Street, Suite 2950, Tampa, Florida 33602.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on December 18, 1997.

ARTICLE III

General Nature of Business

The corporation may engage in the practice of law through its duly licensed officers, employees and agents, perform all activities appropriate to the rendition of such services and own property and invest its funds as authorized by applicable Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address shall be John N. Giordano.

ARTICLE VI

Initial Board of Directors

The Corporation shall have two directors initially, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Thomas P. Scarritt, Jr.	2113 Hills Avenue Tampa, Florida 33606
Cody F. Davis	814 South Delaware Avenue Tampa, Florida 33606

The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's by-laws, but shall never be less than one.

ARTICLE VII

Incorporators

The names and addresses of the corporation's incorporator are:

<u>Name</u>	<u>Address</u>
Thomas P. Scarritt, Jr.	2113 Hills Avenue Tampa, Florida 33606
Cody F. Davis	814 South Delaware Avenue Tampa, Florida 33606

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation. Such by-laws may contain provisions: (a) regulating or restricting the sale, transfer, exchange or other disposition of any of the outstanding shares of the corporation; (b) restricting the continued holding of any such shares; or (c) requiring the redemption of any such shares on a fair and just basis. Any such provision may be made applicable upon the death or disability of a shareholder, upon his termination of active service to or on behalf of the corporation, or otherwise; provided, that each shall be adopted, altered, amended or repealed by the holders of not less than a two-thirds majority interest in the corporation's outstanding shares.

ARTICLE IX

Share Ownership

The Board of Directors of the corporation shall have the authority to issue and sell shares of the corporation's authorized but unissued capital stock, as it deems appropriate, only to persons licensed to practice law within the State of Florida. If ownership of any such shares shall be transferred to a person or entity unqualified to own shares in the corporation under the provisions of the Professional Service Corporation Act, Chapter 621, Florida Statutes, then in lieu of treating the transfer as being void and of no legal effect, the directors and shareholders of the corporation shall have the power, at their option, to amend these Articles of Incorporation to effect a change in the nature of business provided in Article III herein, so that the corporation shall thereafter be authorized to conduct any business authorized by Chapter 607, Florida Statutes. Any such amendment shall be adopted and approved in accordance with the provisions of §§ 607.1003 and .1006, or, alternatively, .0704, Florida Statutes, or its successor, and upon the filing of such amendment by the Florida Department of State the transfer shall be deemed effective.

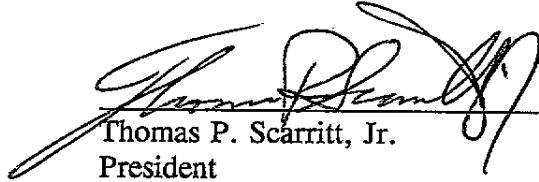
ARTICLE X

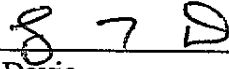
Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together

with his personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, Florida Statutes, as then in effect, or by any successor law thereto.

In witness whereof, the undersigned has executed these Articles December 18, 1997.


Thomas P. Scarritt, Jr.
President



Cody F. Davis
Vice President and Secretary

136403.01

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, DAVIS & SCARRITT, P.A., desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

By 
Thomas P. Scarritt, Jr., Incorporator

By 
Cody F. Davis, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


John N. Giordano

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