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FROM: MAHONEY, ADAMS & CRISER, P.A.
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NAME: G. ALAN HOWARD, P.A.

AUDIT NUMBER.....H97000021273

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ARTICLES OF INCORPORATION

OF

G. ALAN HOWARD, P.A.

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The undersigned incorporator for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of this Corporation is G. Alan Howard, P.A. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is G. Alan Howard, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is G. Alan Howard.

Prepared by G. Alan Howard, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0629091

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ARTICLE IV

Corporate Purposes, Powers and Rights

The general purposes for which this Corporation is organized shall be :

1. To render professional legal services to the general public, and to do all things in connection therewith that are customarily done by attorneys under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VI

Shareholder Restrictions

No one other than an individual who is duly licensed or legally authorized to render legal services in the State of Florida may own stock of this Corporation. No shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any stockholder who becomes legally disqualified to render legal services shall sever all employment with and financial interest in the Corporation. No shareholder of the Corporation may sell or transfer his stock in this Corporation, except to another individual who is eligible to be a shareholder of the Corporation.

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ARTICLE VIIIncorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
G. Alan Howard	3400 Barnett Center Jacksonville, FL 32202

ARTICLE VIIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
G. Alan Howard	3400 Barnett Center Jacksonville, FL 32202

ARTICLE IXAmendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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ARTICLE XBylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XIIndemnification

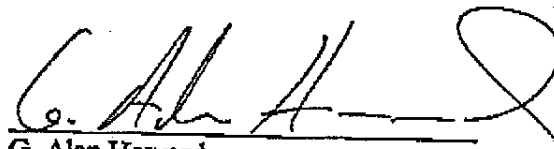
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XIITransfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 29th day of December, 1997.


G. Alan Howard

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091, 607.0501, 607.0505 and 621.13, FLORIDA STATUTES, THE UNDERSIGNED PROFESSIONAL CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the professional corporation is G. Alan Howard, P.A.
2. The name and address of the registered agent and office is:

G. Alan Howard
50 North Laura Street, 3400 Barnett Center
Jacksonville, FL 32202

Having been named as registered agent and to accept service of process for the above stated professional corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


G. Alan Howard

Dated: 12/29/97

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