

P98000000037

LAW OFFICE OF
BLAIR W. CLARK

Blair W. Clark
Daniel J. Kortenhaus

300 31st Street North, #101

Post Office Box 13175
St. Petersburg, FL 33733-3175
Tel: (813) 327-0098
Fax: (813) 327-7114

December 29, 1997

DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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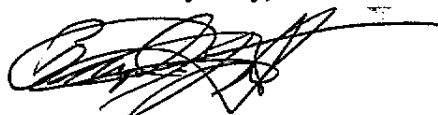
Re: Clark & Kortenhaus, P.A.

Dear Messrs.:

Enclosed please find two originals of Articles of Incorporation for the above referenced corporation and one check in the amount of \$70 which is for the filing fee and the designation of registered agent fee. Please file one of the originals and return a date stamped original to me in the envelope which I have provided for your convenience. I do not need this copy certified and, therefore, am not enclosing the \$52.50 for this fee.

Thank you for your attention in this matter.

Yours very truly,



Bryon T. LoPreste

BL
Enclosures
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FILED
97 DEC 31 AM 8:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Bryon - GAVE
AUTHORIZATION BY PHONE TO
CORRECT R/A Acceptance
DATE 1-2-98
DOC EXAM. mm

**ARTICLES OF INCORPORATION
OF
CLARK AND KORTENHAUS, P.A.**

FILED
97 DEC 31 AM 8:55
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, being duly licensed to practice law under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I
NAME**

The name of the professional service corporation is Clark and Kortenhaus, P.A.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 300 - 31st Street North, Suite 101, St. Petersburg, Florida 33713.

**ARTICLE III
PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV
TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V
CAPITAL STOCK**

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 300 - 31st Street North, Suite 101, St. Petersburg, Florida. The name of the initial registered agent at that address is Blair W. Clark.

**ARTICLE VII
BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 2 members. The names and addresses of the members of the first board of directors are:

Name	Address
Blair W. Clark	300 - 31st Street North, Suite 101 St. Petersburg, Florida 33713
Daniel J. Kortenhaus	300 - 31st Street North, Suite 101 St. Petersburg, Florida 33713

**ARTICLE VIII
SUBSCRIBER(S)**

The names and addresses of the persons signing these articles of incorporation as subscribers are:

Name	Address
Blair W. Clark	300 - 31st Street North, Suite 101 St. Petersburg, Florida 33713
Daniel J. Kortenhaus	300 - 31st Street North, Suite 101 St. Petersburg, Florida 33713

ARTICLE IX RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder become legally disqualified to practice law in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on the 29th day of DECEMBER, 1997.
I hereby accept duties and responsibilities as Registered Agent.

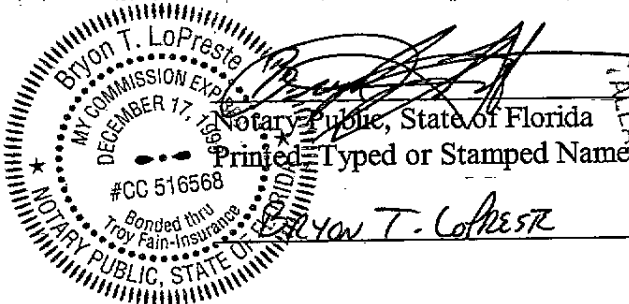
Blair W. Clark (SEAL)
Blair W. Clark / Incorporator/Registered Agent

Daniel J. Kortenhaus (SEAL)
Daniel J. Kortenhaus

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing articles of incorporation were acknowledged before me on this 29th day of DECEMBER, 1997, by Blair W. Clark who is personally known to me or who has produced _____ as identification..

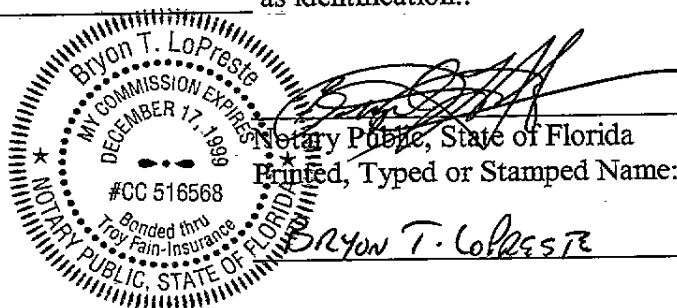
MY COMMISSION EXPIRES:



**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing articles of incorporation were acknowledged before me on this 29th day of DECEMBER, 1997, by Daniel J. Kortenhaus who is personally known to me or who has produced _____ as identification..

MY COMMISSION EXPIRES:



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12/29/97 bl