

P98000000848

JOHN M. CAMPBELL

Attorney At Law

December 31, 1997

600002388156--2
-01/02/98--01025--019
****122.50 ****122.50

Division of Corporations
Florida Department of State
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for CAMPBELL AND HEAVENER, P.A.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for CAMPBELL AND HEAVENER, P.A. The Articles of Incorporation provide for a commencement date of January 1, 1998.

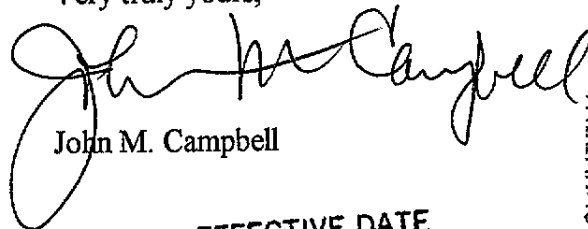
Please file the original, date stamp the copy, and return the conformed copy to me, together with the Certificate of Incorporation. A check in the amount of \$122.50 for the filing fee is also enclosed.

If you have any questions or need further information, please do not hesitate to contact me. Thank you.

SONYA _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRINCIPAL OFFICE ADDRESS
DATE 1-6-98
DOC. EXAM QN

JMC/clb
Enclosures (2)

Very truly yours,


John M. Campbell

EFFECTIVE DATE

01-01-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN - 2 AM 9:34

FILED

QN 1-6-98

ARTICLES OF INCORPORATION
OF
CAMPBELL AND HEAVENER, P.A.

FILED
98 JAN -2 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator organizes a professional corporation for the practice of law under the Professional Service Corporation Act and the Florida General Corporation Act and adopts the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE I
NAME

01-01-98

The name of the professional corporation is: Campbell and Heavener, P.A.

ARTICLE II
COMMENCEMENT OF EXISTENCE

The existence of the professional corporation will begin on January 1, 1998.

ARTICLE III
PURPOSES

A. The professional corporation is organized to engage in the practice of law through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render those professional services within the State of Florida; and

B. The professional corporation is organized to engage in any other activities in which professional corporations for the practice of law are permitted to conduct under the laws of the United States and Florida, and applicable rules of the Florida Bar.

**ARTICLE IV
AUTHORIZED SHARES**

The maximum number of shares that the professional corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$.01 per share. The board of directors shall fix the consideration to be given for each share, which must have a value not less than the par value of a share and can be paid wholly or partially in cash or other property, tangible or intangible, or in labor or services actually performed for the professional corporation. The professional corporation shall not issue shares of common stock to anyone who is not duly licensed or otherwise legally authorized to practice law in the State of Florida. The professional corporation has the right to purchase or otherwise acquire shares of common stock to the extent provided by law, its bylaws, or any written agreement duly executed by the professional corporation. Each share of the common stock is subject to any stock transfer restrictions contained in its bylaws.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT & PRINCIPAL OFFICE**

The street address of the initial registered office of the professional corporation is 1211 Semoran Blvd., Suite 171, Casselberry, Florida 32707, and the name of the initial registered agent for the professional corporation at that address is John M. Campbell.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The professional corporation initially will have two directors. The number of directors may be either increased or diminished from time to time, as provided in the professional corporation's bylaws. The name and street address of the initial directors are as follows:

John M. Campbell
1211 Semoran Blvd.
Suite 171
Casselberry, FL 32707

Mac D. Heavener, III
1211 Semoran Blvd.
Suite 171
Casselberry, FL 32707

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is as follows:

John M. Campbell
1211 Semoran Blvd.
Suite 171
Casselberry, FL 32707

The incorporator of the professional corporation assigns to the professional corporation his rights under Sections 607.161 and 621.05, Florida Statutes, to constitute a professional corporation, and assigns to those persons designated by the board of directors of the professional corporation any rights he has as incorporator to acquire any of the capital stock of the professional corporation. This assignment will be effective on the date corporate existence begins.

**ARTICLE IX
BYLAWS**

The power to adopt, amend, and repeal bylaws of the professional corporation is vested in both the board of directors and the shareholders, except that the board of directors shall not amend or repeal a bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

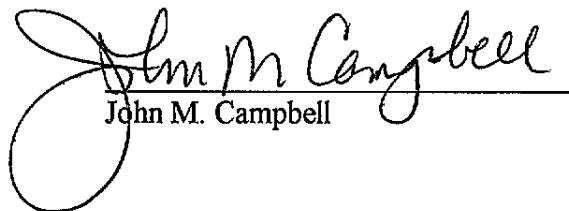
ARTICLE X
DISQUALIFICATION

If any director, officer, shareholder, agent, or employee of this professional corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services, the professional corporation shall promptly sever any employment relationship and shall cause the severance of such person's financial interest, if any, in the professional association. Upon the occurrence of any disqualifying event, as contemplated by this Article IX or pursuant to applicable Florida Law, any director or officer of the professional corporation shall automatically lose his office.

ARTICLE XI
AMENDMENTS

The professional corporation reserves the right to amend or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Before the issuance of any shares of the professional corporation, these articles of incorporation can be amended by the unanimous vote or consent of the board of directors. Thereafter, every amendment must be approved by the board of directors, proposed by them to the shareholders, and approved by the vote or written consent of the holders of a majority of the outstanding shares of common stock entitled to vote on the matter.

EXECUTED, on this 31st day of December, 1997.



John M. Campbell

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

Campbell and Heavener, P.A., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at the City of Casselberry, County of Orange, State of Florida, has named John M. Campbell, located at 1211 Semoran Blvd., Suite 171, City of Casselberry, County of Seminole, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for Campbell and Heavener, P.A., at the place designated in this certificate, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

DATED, December 31, 1997.


John M. Campbell, Registered Agent

FILED
98 JAN -2 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-01-98