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REPLY TO TAMPA

January 5, 1998

VIA OVERNIGHT DELIVERY

EFFECTIVE DATE
1-1-98

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Incorporation of Caglianone & Miller, P.A.

Dear Sir or Madam:

Please find enclosed for filing the original and two copies of the Articles of Incorporation of Caglianone & Miller, P.A., along with Mr. Caglianone's check number 1630 in the amount of \$122.00, which amount represents the \$70.00 filing fee and the \$52.00 charge for the certified copy of the Articles of Incorporation.

Should you have any questions or need anything further, please do not hesitate to contact us. Thank you for your assistance in this regard.

Sincerely,

Sande

Sande-Alessandro-Capaz
Legal Assistant to
JEFFREY A. CAGLIANONE

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JAN -6 PM 2:43

FILED

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Enclosures

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AUTHORIZATION BY PHONE TO
CORRECT Purpose -
DATE 1-8-98
DOC. EXAM. ham

EFFECTIVE DATE

1-1-98

**ARTICLES OF INCORPORATION
OF
CAGLIANONE & MILLER, P.A.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator hereby executes and acknowledges these Articles of Incorporation for the purposes of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **CAGLIANONE & MILLER, P.A.**

ARTICLE II - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on January 1, 1998, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE; ELECTION OF SUBCHAPTER S STATUS

The corporation is organized for the purpose of transacting any and all lawful business, including the practice of law.
The incorporators and shareholders elect that this shall be a Subchapter S corporation.

ARTICLE IV - STATED CAPITAL

The aggregate number of shares that the corporation can issue is 1,000 shares of capital stock with a par value of \$1.00 per share. One hundred (100) shares of the capital stock of the corporation shall be issued for cash or other property (tangible or intangible) or for labor or services actually performed for this corporation, at fair valuation to be fixed by the Board of

Directors. The shares of the corporation are not to be divided into classes.

ARTICLE V - BOARD OF DIRECTORS

All corporation powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida shall hold office for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors or until their successors have been duly elected and qualified, are:

Jeffrey A. Caglianone, Esquire
Director
605 South Boulevard
Tampa, Florida 33606

Francis A. Miller, Esquire
Director
605 South Boulevard
Tampa, Florida 33606

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders, but the Board of Directors may not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders provide that the by-laws cannot be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX - INCORPORATOR

The names and address of the incorporators to these Articles of Incorporation are:

Jeffrey A. Caglianone, Esquire
605 South Boulevard
Tampa, Florida 33606

Francis A. Miller, Esquire
605 South Boulevard
Tampa, Florida 33606

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

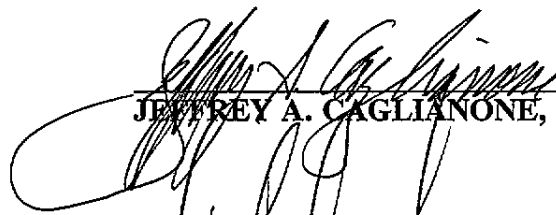
The initial office of this corporation shall be located at 605 South Boulevard, Tampa, Florida 33606. The name of the initial registered agent and his address is Jeffrey A. Caglianone, Esquire, 605 South Boulevard, Tampa, Florida 33606. The corporation shall have

the power to relocate its initial office at other places within and without the State of Florida as may be determined and deemed expedient.

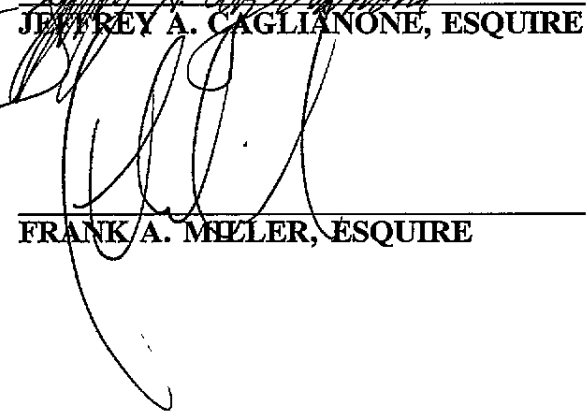
ARTICLE XI - AMENDMENTS

This 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 the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 5 day of January, 1998.



JEFFREY A. CAGLIANONE, ESQUIRE



FRANK A. MELLER, ESQUIRE

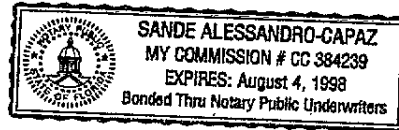
STATE OF FLORIDA)
 :SS
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared JEFFREY A. CAGLIANONE, ESQUIRE, to me well known and known to be the person described in and

who executed the foregoing instrument and acknowledged to and before me that he executed the same instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 5th day of January, 1998.

Sande Alessandro-Capaz
Notary Public
State of Florida at Large
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts designation as registered agent for CAGLIANONE & MILLER, P.A.

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Jeffrey A. Caglianone
JEFFREY A. CAGLIANONE

Sworn to and subscribed before me this 5th day of January, 1998, by Jeffrey A. Caglianone as Registered Agent for Caglianone & Miller, P.A.

Sande Alessandro-Capaz
Notary Public
State of Florida at Large
My Commission Expires:

