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MICHAEL W. WHITAKER  
435 Douglas Avenue Suite 1001  
Altamonte Springs, Florida 32714

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -6 PM 12:26

February 4, 1998

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Michael W. Whitaker, Professional Association

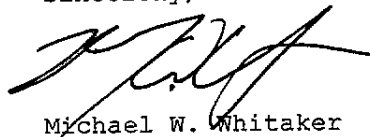
To Whom It May Concern:

Enclosed is one original and two copies of Articles of Incorporation for the above named corporation. Also enclosed is my check in the amount of \$70.00 to cover the following costs:

Filing Fee	\$35.00
Designation of Registered Agent	35.00

Please file the Articles and forward the charter number. Thank you. If you have any questions, please give me a call.

Sincerely,



Michael W. Whitaker

MWW:ds  
enc.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

D. BROWN FEB - 9 1998

**ARTICLES OF INCORPORATION  
OF  
MICHAEL W. WHITAKER  
Professional Association**

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The undersigned hereby organizes a professional corporation for profit under the provisions of Chapters 607 and 621, Florida Statutes, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of the corporation is: Michael W. Whitaker, Professional Association

ARTICLE 2

Nature of Business

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of the practice of law. The professional service involved in the corporation's practice of law may be rendered only through its officers, agents, and employees who are duly authorized and registered to practice law in the State of Florida.

The corporation shall not engage in any business other than the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds, and other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE 3

Mailing Address

The mailing address of this corporation is 435 Douglas Avenue, Suite 1001, Altamonte Springs, Florida, 32714.

ARTICLE 4

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at anytime shall be Seven Thousand Five Hundred (7,500) shares, par value of One

Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

#### ARTICLE 5

##### Corporate Existence

The corporation shall have perpetual existence. The date and time of the commencement of corporate existence shall be upon filing these Articles of Incorporation.

#### ARTICLE 6

##### Initial Registered Office/Agent

The initial registered office of this corporation shall be located in the County of Hillsborough, State of Florida, and the street address of said initial registered office of the corporation shall be 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent at such address is Daniel D. Whitaker.

#### ARTICLE 7

##### Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Michael W. Whitaker  
435 Douglas Avenue, Suite 1001  
Altamonte Springs, Florida 32714

The method of election of directors will be as stated in the Bylaws.

#### ARTICLE 8

##### Incorporation

The name and address of the person signing these Articles is:

Michael W. Whitaker  
435 Douglas Avenue Suite 1001  
Altamonte Springs, Florida 32714

## ARTICLE 9

### Stock Ownership

The stock of this corporation may be issued, owned, and registered only in the name or names of an individual or individuals who are duly authorized and registered to practice law in the State of Florida, and who are employees, officers, or agents of this corporation. If a stockholder

(a) becomes disqualified to practice law in this State; or

(b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of the professional service of an attorney; or

(c) sells, transfers, hypothecates, or pledges, or attempts to sell, transfer, hypothecate, or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation, or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles, or by the Bylaws of this corporation; or

(d) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a Bylaw provision or written agreement between the corporation and its stockholders or written agreement among its stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is cancelled by the corporation shall forthwith cease to be a stockholder, and except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in the corporation.

## ARTICLE 10

### Sale/Transfer of Stock

No stockholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and registered to practice law in the State of Florida.

The corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

## ARTICLE 11

### Regulation of Business Affairs

In furtherance of, and not in limitation of, the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed, and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the Bylaws, and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

3. Any director and any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, with or without cause, in such manner as may be provided in the Bylaws.

4. The Board of Directors shall have exclusive power to make, alter, and repeal the Bylaws of the corporation.

ARTICLE 12

Amendment of Articles

The stockholders reserve the right to amend, alter, change, or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on directors and officers herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges, and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certifies that the facts herein stated are true, all this 3rd day of February, 1998.

  
\_\_\_\_\_  
Michael W. Whitaker

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 3rd day of February, 1998 by Michael W. Whitaker, who is personally known to me or who has produced \_\_\_\_\_ as identification.

SEAL

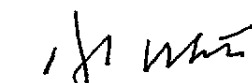


AMY T LEWIN  
My Commission CC360762  
Expires Mar. 31, 1998  
Bonded by HAI  
800-422-1555

  
\_\_\_\_\_  
Type, Print or Stamp Name of Notary

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.

  
\_\_\_\_\_  
Daniel D. Whitaker

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SECRETARY OF STATE  
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