

P98000020205

LESTER & MITCHELL, P.A.  
ATTORNEYS AT LAW

DON H. LESTER  
SCOTT F. MITCHELL

February 27, 1998

218 East Ashley Street  
Jacksonville, FL 32202  
(904) 356-5650  
Telecopier (904) 356-6536

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

Re: Incorporation of Daniel E. Gallagher, Jr., P.A.

Dear Sir/Madam:

Enclosed for filing with the Department of State are the Articles of Incorporation and Certificate Designating Registered Agent for Daniel E. Gallagher, Jr., P.A.

Once a corporate number has been assigned, please advise as to the effective date, the document number and return a certified copy of the Articles in the enclosed, pre-addressed, stamped envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,

*Daniel E. Gallagher, Jr.*  
Daniel E. Gallagher, Jr.

DHL/bcm  
Enclosures.  
SecState.Ltr

300002443943--9  
-03/02/98--01052--018  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 1:37

3-3-98  
WS

ARTICLES OF INCORPORATION  
OF  
DANIEL E. GALLAGHER, JR., P.A.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

Article I  
Name

Section 1.1. Name. The name of the corporation shall be DANIEL E. GALLAGHER, JR., P.A.

Article II  
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 166 Highway A1A North, Suite 200-A, Ponte Vedra Beach, Florida 32082.

Article III  
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article IV  
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is Daniel E. Gallagher, Jr., 166 Highway A1A North, Suite 200-A, Ponte Vedra Beach, Florida 32082.

Article V  
Incorporator

Section 5.1. Name and Address. The name and address of the incorporator of this corporation is Daniel E. Gallagher, Jr., 166 Highway A1A North, Suite 200-A, Ponte Vedra Beach, Florida 32082.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR -2 1988  
PM 3:31

Article VI  
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, March 1, 1998, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII  
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any of all lawful business permitted under the laws of the United States and of the State of Florida.

Article VIII  
Directors

Section 8.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided in the bylaws, but shall never be less than one (1).

Section 8.2. Initial Directors. The name and street address of the initial directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Daniel E. Gallagher, Jr.	166 Highway A1A North Suite 200-A Ponte Vedra Beach, FL 32082

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX  
Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, 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 directors.

Article X  
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation as of March 1, 1998.

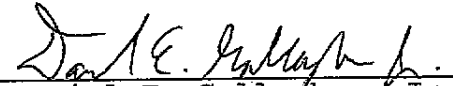
  
\_\_\_\_\_  
Daniel E. Gallagher, Jr.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505,  
Florida Statutes, the following is submitted:

Daniel E. Gallagher, Jr., P.A., hereby designates Daniel E.  
Gallagher, Jr., as its registered agent to accept service of  
process within the State of Florida, and the address of its  
registered office shall be 166 Highway A1A North, Suite 200-A,  
Ponte Vedra Beach, Florida 32082.

Dated as of March 1, 1998.

  
Daniel E. Gallagher, Jr.

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 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.

DATED as of March 1, 1998.

  
Daniel E. Gallagher, Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 1:37