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Lozier, Tipton, Thames & Frazier

A Partnership of Professional Associations

Attorneys at Law

DANIEL R. LOZIER*
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SUITE 224
125 WEST ROMANA STREET
PENSACOLA, FLORIDA 32501

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*BOARD CERTIFIED TAX ATTORNEY

March 9, 1998

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Lozier, Thames & Frazier, P.A.

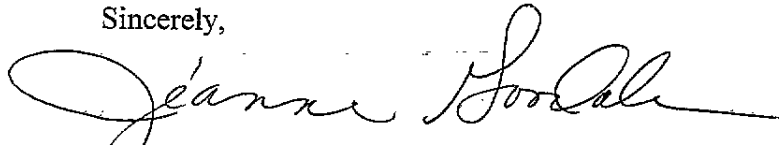
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Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporation is an original and one copy of the Articles of Incorporation. Once this document has been filed, please return to us a certified copy of same. Enclosed is our firm's check in the amount \$122.50 to cover the filing fee.

Should you have any questions regarding any of this, please do not hesitate to give me a call.

Sincerely,



Jeanne Goodale,
Legal Assistant to Daniel R. Lozier

DRL/jg

Enclosures

FILED
98 MAR 10 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2/11/98

ARTICLES OF INCORPORATION
OF
LOZIER, THAMES & FRAZIER, P.A.

FILED
98 MAR 10 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, who desires to form a professional service corporation in accordance with Chapters 621 and 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Lozier, Thames, & Frazier, P.A. Its principal place of business is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501.

ARTICLE II

PURPOSE

The purpose for which the corporation is organized is to practice the profession of law. Additional purposes for which the Corporation is organized are to engage in any and all other activities for which a professional service corporation may be organized in Florida, subject always to limitations of Florida law. The Corporation and the shareholders are not authorized to engage in any activity or take any action expressly forbidden by Florida Law.

ARTICLE III

DURATION

The duration of this corporation is perpetual.

ARTICLE IV
CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is 10,000 shares, all of which shall be voting common shares with a par value of \$0.10 per share.

The Corporation is not authorized to issue any of said stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation is incorporated, nor shall any of said stock be alienated by any shareholder of the Corporation to any person who is not duly licensed or otherwise legally authorized to render the same professional services as those for which the Corporation is incorporated.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office, and the mailing address of the Corporation in this State is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501, and the name of its initial registered agent at such address is Daniel R. Lozier.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is Daniel R. Lozier, 125 W. Romana Street, Suite 224, One Pensacola Plaza, Pensacola, Florida 32501

ARTICLE VII

The initial Board of Directors of this corporation shall consist of three (3) members. The names and addresses of the members of the first Board of Directors are as follows:

NAME

ADDRESS

Daniel R. Lozier

125 W. Romana Street, Suite 224
Pensacola, Florida 32501

William K. Thames

125 W. Romana Street, Suite 224
Pensacola, Florida 32501

Pamela K. Frazier

125 W. Romana Street, Suite 224
Pensacola, Florida 32501

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 9th day of March, 1998.


DANIEL R. LOZIER, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 9th day of March, 1998, by Daniel R. Lozier, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Martha L. Lowery
My Commission CC682411
Expires September 22, 2001



NOTARY PUBLIC

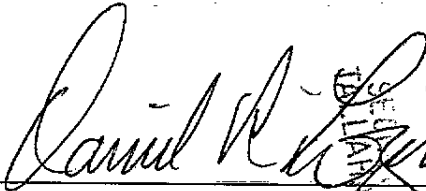
Commission No. _____


My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of Lozier, Thames & Frazier, P.A., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

DATED this the 9th day of March, 1998.


DANIEL R. LOZIER

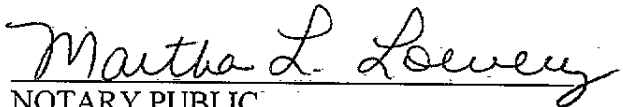

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