

LAW OFFICE
OF

SYLVIA J. TAYLOR

ALSO ADMITTED IN DISTRICT OF COLUMBIA

1800 2ND STREET, SUITE 708B
SARASOTA, FLORIDA 34236

(941) 952-0476

FACSIMILE: (941) 952-0477

P98000026039 2/24/98

To Whom It May Concern: 500002440895--2
-02/25/98--01090--007
****122.50 ****122.50

Above is my office number. my
home phone is (941) 954-3034.

Enclosed is one original and a copy.

Please send me a certified copy.
enclosed is a check for \$122.50

FILED
MAR 19 AM 8:26
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Sincerely,
Sylvia J. Taylor

CB-20-98

ARTICLES OF INCORPORATION
OF
PEDATA & TAYLOR, P.A.

FILED
98 MAR 19 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be PEDATA & TAYLOR, P.A.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which attorneys at law may practice under the laws of the State of Florida and Rules of Professional Conduct adopted by The Florida Bar.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 20,000 shares. All such shares shall be of single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matter requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall unlimited voting rights and the right to receive the net assets for the incorporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or its threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (sections 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and address are as follows: Martin A. Pedata and Sylvia J. Taylor, 1800 Second Street, Suite 708B, Sarasota, Florida 34236.

ARTILCE X

The initial registered agent of the corporation is Sylvia J. Taylor. The street address of the corporation initial registered office is 1800 Second Street, Suite 708B, Sarasota, Florida 34236.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 1800 Second Street, Suite 708B, Sarasota, Florida 34236.

ARTICLE XII

The name and address of the incorporator of these Article of Incorporation is: Sylvia J. Taylor, 1800 Second Street Suite 708B, Sarasota, Florida 34236.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of March, 1998.

Sylvia J. Taylor
Sylvia J. Taylor, Incorporator

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

Sylvia J. Taylor
Sylvia J. Taylor, Registered Agent

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TALLAHASSEE, FLORIDA