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M. Scott Thomas
4354 Hiawatha Street
Jacksonville, Florida 32210

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 8:17

May 21, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Thomas & Lawrence, P.A.

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Dear Sir or Madam:

Enclosed on behalf of the above-referenced corporation are an original and one copy of Articles of Incorporation. Please file the original of the Articles, certify the copy and return the same to the following address:

M. Scott Thomas, Esq.

4354 Hiawatha Street

Jacksonville, Florida 32210.

I have enclosed a check in the amount of $ 122.50, representing the filing fee for the Articles ($35.00), the fee for a certified copy ($52.50) and the fee for designation of a Registered Agent ($35.00).

Please contact me if anything further is required.

Sincerely,

M. Scott Thomas, Esq.

Enclosures (4)

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ARTICLES OF INCORPORATION

OF

THOMAS & LAWRENCE, P.A.

The undersigned incorporators, for the purposes of forming a professional service corporation under the laws of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this professional service corporation is Thomas & Lawrence, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this professional service corporation is 300 West Adams Street, Suite 480, Jacksonville, Florida 32202.

ARTICLE III - NATURE OF BUSINESS

This professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest the funds of this professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

This professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of this professional service corporation shall be 1000 shares of common stock.

None of the shares of this professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this professional service corporation in the State of Florida is 300 West Adams Street, Suite 480, Jacksonville, Florida 32202. The name of the initial registered agent at that address is Gregory A. Lawrence, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Its board of directors shall manage the business of this corporation. The initial board of directors shall consist of two (2) members. The names and addresses of the initial board of directors are:

NAME	ADDRESS
Gregory A. Lawrence, Esq.	1624 Orlando Circle South Jacksonville, FL 32207
M. Scott Thomas, Esq.	4354 Hiawatha Street Jacksonville, FL 32210

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these articles of incorporation are:

NAME	ADDRESS
Gregory A. Lawrence, Esq.	1624 Orlando Circle South Jacksonville, FL 32207
M. Scott Thomas, Esq.	4354 Hiawatha Street Jacksonville, FL 32210

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of this professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these articles of incorporation this 21st day of July, 1998.

Gregory A. Lawrence, Esq.

M. Scott Thomas, Esq.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Thomas & Lawrence, P.A.

2. The name and address of the registered agent is:

Gregory A. Lawrence, Esq.
300 West Adams Street
Suite 480
Jacksonville, FL 32202

Having been named as registered agent and 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

G.A. Lawrence

Gregory A. Lawrence, Esq.

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