

DAVID D. HENDERSON

ATTORNEY AT LAW, P.A.

2000 SOUTH FLORIDA AVENUE

LAKELAND, FLORIDA 33803

TELEPHONE
(941) 682-2000

PLEASE REPLY TO:
P.O. BOX 2955
LAKELAND, FLORIDA 33806

FAX
(941) 682-7825

May 22, 1998

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

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RE: HARRIS, HENDERSON & MEEKS, P.A.

EFFECTIVE DATE

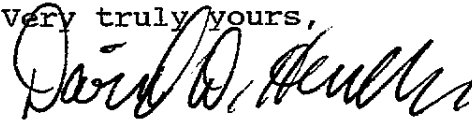
06-01-98

Dear Sir/Madam:

Enclosed please find the original and one copy of proposed Articles of Incorporation and a Certificate Designating Resident Agent together with our check in the amount of \$122.50. Please approve and file originals and return a certified copy to me.

If you need anything further in this regard, do not hesitate to contact me.

Very truly yours,



DAVID D. HENDERSON

DDH/twh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 10:01

RP
052998

ARTICLES OF INCORPORATION

OF

HARRIS, HENDERSON & MEEKS, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 26 AM 10:02

ARTICLE I - NAME

The name of this corporation is HARRIS, HENDERSON & MEEKS, P.A.

ARTICLE II - PERMITTED BUSINESSES AND ACTIVITIES

The sole and exclusive professional service to be rendered by the corporation is the practice of law. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment, or own real or personal property which facilitates the rendering of professional services.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500 shares of voting common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

EFFECTIVE DATE

06-01-98

ARTICLE IV - TERM OF EXISTENCE

The existence of this corporation is to begin June 1, 1998, and shall continue perpetually thereafter.

ARTICLE V - INITIAL PRINCIPAL OFFICE
AND INITIAL REGISTERED AGENT

The street address of the initial Principal office of this corporation is 2000 South Florida Avenue, P.O. Box 2955, Lakeland, Florida 33806, and the name of the initial registered agent of

this corporation at that address is Eugene W. Harris.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND PERCENTAGE OF OWNERSHIP

This corporation shall have three (3) directors initially. The number of directors may be either increased or reduced from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation and their respective percentage of ownership are:

<u>Name</u>	<u>Address</u>	<u>Initial Percentage Ownership</u>
Eugene W. Harris	2000 South Florida Avenue P.O. Box 2955, Lakeland, FL 33806	40%
David D. Henderson	2000 South Florida Avenue P.O. Box 2955, Lakeland, FL 33806	40%
Karen I. Meeks	2000 South Florida Avenue P.O. Box 2955, Lakeland, FL 33806	20%

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these Articles of

Incorporation is: David D. Henderson
2000 South Florida Avenue
P.O. Box 2955, Lakeland FL 33806

ARTICLE VIII - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment

shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.



David D. Henderson

STATE OF FLORIDA
COUNTY OF POLK

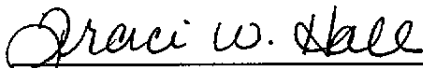
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared David D. Henderson, to me personally known to be the person described as incorporator, and who executed the foregoing Articles of Incorporation, and David D. Henderson acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 22nd day of May, 1998.



TRACI W. HALL
My Commission CC489795
Expires Aug. 20, 1999

(Affix Notary Seal)



NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:
August 20, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the Act:

That HARRIS, HENDERSON & MEEKS, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named EUGENE W. HARRIS, Esq., located at 2000 South Florida Avenue, Lakeland, Florida 33803, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept such appointment and agree to act in this capacity and comply with the provision of said act relative to keeping said office open, this 22nd day of May, 1998.



EUGENE W. HARRIS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 10:02