

P9800048267

ROGERS, TOWERS, BAILEY, JONES & GAY

Requestor's Name

106 South Monroe Street - 2nd Floor

Address

Tallahassee, FL 32301 (222-7200)

City/State/Zip

Phone #

* Please call Pat @ 222-7200 if problems.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Anderson St. Denis & Glenn, P.A.
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

* File stamp
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P: Hall

MAY 29 1998

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ANDERSON ST. DENIS & GLENN, P.A.**

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ARTICLE I

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Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is:

Anderson St. Denis & Glenn, P.A.

ARTICLE II

Purpose

It is intended that this Corporation shall be a professional service corporation governed by the provisions of Chapter 621, Florida Statutes.

The general nature of the business or businesses to be transacted is as follows:

To render professional legal services and to do all things in connection therewith that are customarily done by licensed attorneys under the laws of the State of Florida.

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms the corporation's board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

Stock

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of the par value of One and No/100 Dollars (\$1.00) each.

The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

ARTICLE IV

Limitations on Corporate Stock

This Corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or 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. No shareholder of this Corporation may enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

If any shareholder of this Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or is otherwise restricted from rendering such professional services or owning stock in this Corporation, that person shall sever all financial interests in this Corporation forthwith.

ARTICLE V

Perpetual Existence

This corporation is to have perpetual existence.

ARTICLE VI

Principal Office: Mailing Address

The principal office and mailing address of this corporation will be at One Enterprise Center, Suite 2100, 225 Water Street, Jacksonville, Florida, 32202, or such other address as the Board of Directors may from time-to-time designate.

ARTICLE VII

Directors

The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

The names and addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
Gregory A. Anderson	One Enterprise Center Suite 2100 225 Water Street Jacksonville, FL 32202
Donald W. St. Denis	One Enterprise Center Suite 2100 225 Water Street Jacksonville, FL 32202
John J. Glenn	One Enterprise Center Suite 2100 225 Water Street Jacksonville, FL 32202

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sarah M. Reilly	106 South Monroe Street Tallahassee, Florida 32302

ARTICLE IX

Registered Agent

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is:

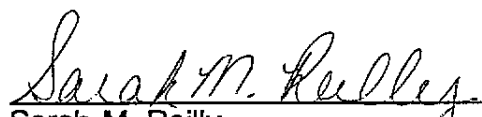
<u>NAME</u>	<u>ADDRESS</u>
Sarah M. Reilly	106 South Monroe Street Tallahassee, Florida 32302

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 29th day of May, 1998.


Sarah M. Reilly
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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:

Anderson St. Denis & Glenn, P.A.

2. The name and address of the registered agent and office are:

Sarah M. Reilly

106 South Monroe Street
Tallahassee, Florida 32302

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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *Sarah M. Reilly*
Sarah M. Reilly

DATE: May 29, 1998

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TALLAHASSEE, FLORIDA