

LAW OFFICES

BRANNEN, STILLWELL & PERRIN, P.A.

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**BOARD CERTIFIED IN REAL ESTATE

P98000052042

June 2, 1998

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INVERNESS, FLORIDA 34450

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

State of Florida, Department of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

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-06/03/98-01067-005
*****122.50 *****122.50

Re: Monroe A. Coogler, P.A.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for MONROE A. COOGLER, P.A. Also enclosed please find our check in the amount of \$122.50 for processing the Articles.

Thank you for your assistance regarding this matter. Please return a certified copy of the Articles of Incorporation to this office.

Sincerely,

BRANNEN, STILLWELL & PERRIN, P.A.

By: Denise A. Lyn
Denise A. Lyn

DAL/kr
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 3:29

RP
06-10-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1998

BRANNEN, STILLWELL & PERRIN, P.A.
POST OFFICE BOX 250
INVERNESS, FL 34451-0250

SUBJECT: MONROE A. COOGLER, P.A.
Ref. Number: W98000012914

We have received your document for MONROE A. COOGLER, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 298A00031782

ARTICLES OF INCORPORATION

OF

MONROE A. COOGLER, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 10 PM 3:29

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, hereby associates himself in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is MONROE A. COOGLER, P.A.

ARTICLE II. PURPOSE

The purposes of this corporation are:

- a. To engage in the practice of law as a professional corporation and to own and operate a law office for the purposes of providing legal services.
- b. To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
- c. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments.
- d. To do everything necessary, proper or convenient for the accomplishment of any of the purposes set forth herein, and to do every act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

ARTICLE IV. DURATION

The corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE

The initial street address of the corporation's principal office is 320 Highway 41 South, Inverness, Florida 34450.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

The shareholders, subject to any specific written limitations or restrictions imposed by law or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the corporation. The affairs and business of this corporation shall be managed and its corporate powers exercised by its shareholders.

ARTICLE VII. SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation as subscribers are:

MONROE A. COOGLER

320 Highway 41 South
Inverness, Florida 34450

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 320 Highway 41 South, Inverness, Florida 34450 (P.O. Box 250, Inverness, Florida 34451) and the name of the initial registered agent of the corporation is MONROE A. COOGLER.

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X. DISSOLUTION

The corporation may be dissolved at any time (1) by a unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportions to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at Inverness, Citrus County, Florida, on the 1st day of Jan, 1998.


MONROE A. COOGLER

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MONROE A. COOGLER personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 15th day of June, 1998.



Terriann Stewart
MY COMMISSION # CC591918 EXPIRES
November 11, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

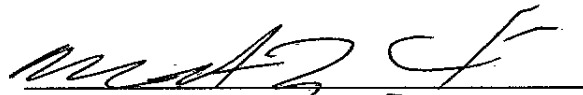
Terriann Stewart
Notary Public

My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for MONROE A. COOGLER, P.A., at the place designated in the Articles of Incorporation, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: Jun 9 1998


MONROE A. COOGLER
2898 W. Crooked Stick Court
Lecanto, Florida 34461

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 PM 3:30