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FILED

98 JUN 29 AM 8:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERNET E-MAIL
MSPEAR@MVW.COM

June 26, 1998

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Ringer & Henry, P.A.

Dear Sir or Madam:

EFFECTIVE DATE
6-26-98

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 in payment of the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; (c) and \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Mrs. Marlis J. Spear
Legal Assistant

/mjs
Enclosures

cc: Robert D. Henry, Esq.
Geoffrey D. Ringer, Esq.
Jay Van Heyde, Esq.

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ARTICLES OF INCORPORATION

OF

RINGER & HENRY, P.A.

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The undersigned incorporator delivers these Articles of Incorporation in order to form a professional service corporation under the Florida Professional Service Corporation Act.

ARTICLE I

Name

EFFECTIVE DATE

6-26-98

The name of the Corporation shall be Ringer & Henry, P.A.

ARTICLE II

Principal Office

The principal office of the Corporation is located at Two South Orange Avenue, Orlando, Florida 32801, and its mailing address is the same.

ARTICLE III

Corporate Purposes

The sole purpose of the Corporation is to engage in the practice of law and such business activities, including the ownership of real and personal property, as are necessary and incidental to the rendering of such professional services. The Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

ARTICLE IV

Duration of the Corporation

The existence of the Corporation shall commence on the date of execution of these Articles of Incorporation, and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be Two South Orange Avenue, Orlando, Florida 32801. The name of the initial registered agent of the Corporation at the registered office shall be Robert D. Henry.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) persons. The names and addresses of the persons who shall serve as directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Geoffrey D. Ringer	Two South Orange Avenue Orlando, Florida 32801
Robert D. Henry	Two South Orange Avenue Orlando, Florida 32801

ARTICLE VIII

Incorporator

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Robert D. Henry	Two South Orange Avenue Orlando, Florida 32801

ARTICLE IX

Shareholder Limitations

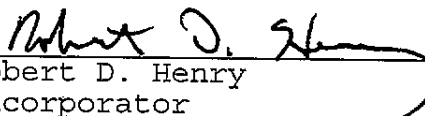
Section 9.1. Issuance of Stock. The Corporation shall not issue capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to engage in the practice of law and such other business activities as are necessary and incidental to the rendering of such professional services.

Section 9.2. Alienation of Shares. A shareholder may not sell or transfer shares in the Corporation to any individual who is not eligible to be a shareholder of the Corporation.

Section 9.3. Prohibition Against Shareholder Voting Agreements. No shareholder of the Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of their stock.

Section 9.4. Disqualification of Shareholder. If any officer, shareholder, agent, or employee who has been rendering professional service becomes legally disqualified to render legal services within the State of Florida or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of legal services, such individual shall sever all employment with, and financial interests in, this Corporation.

Executed this 26th day of June, 1998.


Robert D. Henry
Incorporator

RINGER & HENRY, P.A.
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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.

Dated this 26th day of June, 1998.

By: Robert D. Henry
Robert D. Henry
Registered Agent

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TALLAHASSEE, FLORIDA