

Paula J. Rhoads
Attorney At Law

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201 Airport Road South
Naples, Florida 34104

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June 22, 1998

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*****78.75 *****78.75

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Paula J. Rhoads, P.A., a new Florida Corporation

Dear Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for Paula J. Rhoads, P.A.. Also enclosed is the Designation and Acceptance of Registered Agent, and my firm check in the amount of \$78.75 to cover the filing fees.


Please file the original and return a certified copy to my office as soon as possible in the self-addressed postage paid envelope provided for your convenience.

Thank you for your assistance regarding this matter. If you should have any questions or comments, please contact our office.

Sincerely,

EFFECTIVE DATE

6-22-98


Paula J. Rhoads

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q/N 7-1-98

ARTICLES OF INCORPORATION

OF

PAULA J. RHOADS, P.A.

EFFECTIVE DATE

6-22-98

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of the corporation is PAULA J. RHOADS, P.A.

ARTICLE II

Address of Corporation

The address of the principal office of the Corporation, or the mailing address of the Corporation, if the principal office is not yet known, is 201 Airport Road South, Naples, Florida 34104.

ARTICLE III

Duration and Effective Date

The Corporation shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles or upon filing.

ARTICLE IV

Purpose

The purpose for which the corporation is organized is to render the practice of law to the public, which shall consist of consulting and rendering legal advice on any cause or matter whatsoever, including laws, statutes, rules, regulations, contracts, legal principles and other documents or relationships having legal effect; drafting documents and opinions for the purpose of

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implementing such advice, representation and arrangements; and preparing and managing the prosecution or defense of causes in courts or before other tribunals or agencies. This professional corporation shall exist and function in compliance with Florida Statutes Chapter 621, "Professional Service Corporations and Limited Liability Companies" and in order to properly prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of legal services .

ARTICLE V

Number and Class of Stock

The Corporation is authorized to issue one class of stock which shall consist of 1.000 shares of \$1.00 par value common stock, and which shall be designated "common shares".

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered agent of the Corporation is 201 Airport Road South, Naples, Florida 34104, and the name of the initial registered agent of the Corporation at that address is Paula J. Rhoads. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII

Initial Board of Directors

The Corporation shall have One (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of the Corporation are:

Name

Address

Paula J. Rhoads

201 Airport Road South, Naples, Florida 34104

ARTICLE IX

Incorporator

The name(s) and address(es) of the person(s) signing these Articles is:

Name

Address

Paula J. Rhoads

201 Airport Road South, Naples, Florida 34104

ARTICLE X

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

Amendment

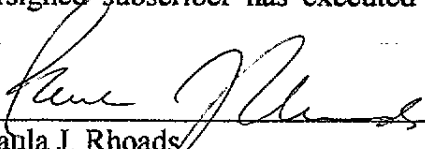
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders, except the preemptive Rights created in Article VI, is subject to this resolution.

ARTICLE XII

Indemnification

The Corporation shall indemnify any officer and/or director, or any former officer and/or director, to the full extent of the law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of June, 1998.



Paula J. Rhoads

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.

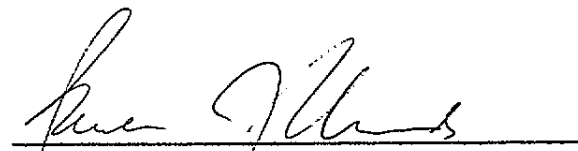
1. The name of the corporation is *PAULA J. RHOADS, P.A.*
2. The name and address of the registered agent and office is: *Paula J. Rhoads, Esquire, 201 Airport Road South, Naples, Florida 34104.*


Paula J. Rhoads
Title: Incorporator

Dated: *June 22*, 1998

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: *June 22, 1998*


Paula J. Rhoads

EFFECTIVE DATE

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