

Fleece & Devine, P.A.

Attorneys at Law

14820 Rue de Bayonne #507 Clearwater, Florida 33762-3030

(727) 572-0123

Fax (727) 572-0828

Please call (727) 328-1000 to schedule appointment

William H. Fleece *

* also Court Certified Mediator and Arbitrator

Marie C. Devine *

* also licensed in New Hampshire

P98000062812

July 7, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Re: Fleece & Devine, P.A.

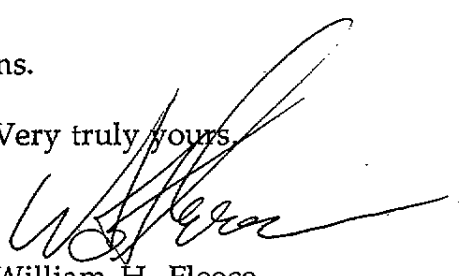
Dear Sirs:

Enclosed please find the original Articles of Incorporation for Fleece & Devine, P.A., along with one copy. Also find separate certificate designating resident agent, etc. Please file the enclosed and return a certified copy of the Articles to me at your earliest possible convenience. I have enclosed my check in the amount of \$122.50 to cover the following:

1.Profit corporation filing fee	\$35.00
2.Registered agent designation	35.00
3.Certified copy	<u>52.50</u>
	122.50

Please advise if you have any questions.

Very truly yours,


William H. Fleece

WHF/
Enc.

FILED
98 JUL 14 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 16 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
(Professional Corporation)
of**

FLEECE & DEVINE, P.A.

The undersigned , all of whom are duly licensed to practice law in the State of Florida, desiring to form a professional corporation in accordance with Chapters 607 and 621 (the Florida Professional Service Corporation Act), of the Florida Statutes adopt the following Articles of Incorporation:

I. NAME

The name of this corporation shall be FLEECE & DEVINE, P.A.

II. PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of law within the State of Florida and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of with all the powers conferred on corporations by the laws of the State of Florida.

(f) To restrict the manner in which and the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is (10) shares of common stock having no par value per share.

V. CAPITAL

The amount of stated capital with which the corporation shall begin business is Five Thousand Dollars (\$ 5,000).

VI. REGISTERED OFFICE AND AGENTS

The address of the initial registered office of this corporation is 14820 Rue de Bayonne #507, Clearwater, FL 33762. The initial registered agent at the registered office are William H. Fleece. Principal Offices shall be the same as Registered Office.

VII. INCORPORATORS

The names and post office addresses of the incorporators are:

William H. Fleece	14820 Rue de Bayonne #507, Clearwater, FL 33762
Marie C. Devine	14820 Rue de Bayonne #507, Clearwater, FL 33762

VIII. MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

IX. EFFECTIVE DATE

The date that corporate existence shall begin shall be upon filing these Articles with the Department of State.

This election is pursuant to Florida Statute 607.0203.

X. BYLAWS

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 7th day of July, 1998



William H. Fleece



Marie C. Devine

STATE OF FLORIDA)
COUNTY OF PINELLAS)

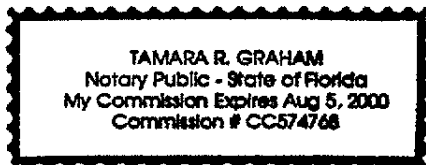
The foregoing instrument was acknowledged before me this 7th day of July, 1998, by William H. Fleece and Marie C. Devine, who are personally known to me or who have produced _____ and _____ respectively as identification.



Name of Notary, typed, printed or stamped

Serial or certificate number

Expiration date of commission



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 said Act:

That Fleece & Devine, 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 Clearwater, County of Pinellas, State of Florida has named William H Fleece
, located at 14820 Rue de Bayonne #507, City of Clearwater, County of Pinellas, State of Florida 33762 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Resident Agent, William H. Fleece

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98 JUL 14 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA