



THE UNITED STATES
CORPORATION
COMPANY

P98000066556

ACCOUNT NO. : 072100000032

REFERENCE : 908561 81040A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 29, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 908561-005

CUSTOMER NO: 81040A

CUSTOMER: Mr. Charles L. Hoffman
SHELL FLEMING DAVIS & MENGE

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

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DOMESTIC FILING

NAME: DANIEL M. SOLOWAY, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

7-29
501

ARTICLES OF INCORPORATION

OF

DANIEL M. SOLOWAY, P.A.

The undersigned incorporator, who is licensed or otherwise legally authorized to practice law in the State of Florida, organizes hereby with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of this corporation is **DANIEL M. SOLOWAY, P.A.**

ARTICLE II. - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is:

DANIEL M. SOLOWAY, P.A.
810 Scenic Highway, STE "B"
Pensacola, Florida 32504

The name of the initial Registered Agent of the corporation, located at that office, is **DANIEL M. SOLOWAY**.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE IV - PURPOSE

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation shall be to engage in every aspect of the practice of law and to do any and all things hereinafter mentioned, as fully

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and to the same effect and extent as natural persons might or could do, to-wit:

A. To render every professional service which an attorney at law is authorized to render pursuant to the laws of the State of Florida and the canons of professional ethics governing the conduct of attorneys.

B. To render such professional service only through its officers, agents and employees who are licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

D. To own real and personal property necessary or incidental to the rendering of the professional services hereby authorized.

E. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the objects and purposes enumerated in these Articles of Incorporation or any amendment thereof, or that may be necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, individuals, to engage in any transaction and to conduct any business which it is permitted to do by the laws of the State of Florida but only to the extent that such transactions or the conduct of such business is not in violation of the canons of professional ethics governing the practice of law.

F. The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation, but it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law; provided, however, that this corporation shall not engage in any business other than the practice of law and business transactions incidental thereto.

ARTICLE V - CAPITAL STOCK

The total number of shares to stock which the corporation shall be authorized to issue or have outstanding at any one time is Seven Thousand (7,000) shares. These shares shall be of a single class of common stock, and shall have a value of One Dollar (\$1.00) par value.

ARTICLE VI - STOCK TRANSFER RESTRICTIONS

Shares of stock in this corporation may be transferred only to:

- A. The corporation;
- B. One or more other shareholders in the corporation; or
- C. A person who is licensed to practice law in the State of Florida.

Any sale to a person who is not already a shareholder in the corporation must be approved in advance by vote or written consent of two-thirds (2/3rds) of the voting power.

ARTICLE VII - CAPITALIZATION

The amount of capital with which the corporation will begin to practice law is not less than Ten Thousand Dollars (\$10,000.00).

ARTICLE VIII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

DANIEL M. SOLOWAY
810 Scenic Highway, STE "B"
Pensacola, Florida 32504

ARTICLE X - EFFECTIVE DATE OF INCORPORATION

The effective date for the commencement of existence of this corporation shall be the date of the filing of the Articles of Incorporation.

ARTICLE XI - DIRECTORS

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the initial director is:

DANIEL M. SOLOWAY
810 Scenic Highway, STE "B"
Pensacola, Florida 32504

The initial Director shall hold office until his successor is elected and qualified as provided in the By-Laws. Then the term of office of each Director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the

initial Board of Directors shall be the authorized number of directors until that number is changed by a By-law adopted by the shareholder.

ARTICLE XII - BY-LAWS

The initial director shall submit the proposed By-Laws to the shareholder at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of By-Laws by unanimous vote of the shareholder, the internal affairs of the corporation are to be regulated and managed in accordance with the By-Laws.

ARTICLE XIII - DISSOLUTION

The corporation may be dissolved at any time (A) by unanimous written consent of the shareholders; or (B) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote. 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 proportion 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 Pensacola, Escambia County, Florida on this 28th day of July, 1998.


DANIEL M. SOLOWAY - Incorporator

STATE OF FLORIDA

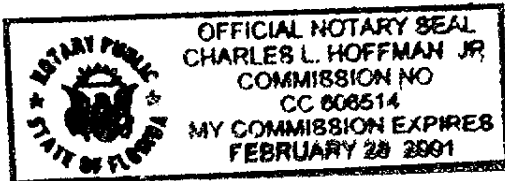
COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared DANIEL M. SOLOWAY, 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. He is personally known by me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of July, 1998.



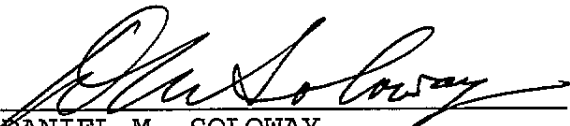
TYPED NAME: Charles L. Hoffman Jr.
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES: 2/28/01



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DANIEL M. SOLOWAY, P.A. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 7-28-98


DANIEL M. SOLOWAY

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