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P98000070128

August 6, 1998

VIA UPS NEXT DAY AIR

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

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*****70.00 *****70.00

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Shofi & Hennen, P.A., together with our firm check in the amount of \$70.00 to cover the filing fees. Please file these Articles as soon as possible.

Also enclosed is a letter from the existing corporation, Shofi, Hennen & Gramovot, P.A., stating that the shareholders have no objection to the filing of the enclosed Articles.

Please do not hesitate to contact me if you need additional information.

Very truly yours,

LANGFORD & HILL, P.A.

Muriel Desloovere

MD/mjw
Enclosures (3)

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DIVISION OF CORPORATIONS
98 AUG -7 AM 9:29

Rp
08/29/98

SHOFI, HENNEN & GRAMOVOT, P.A.

MATTHEW R. DANAHY
LARRY I. GRAMOVOT
WILLIAM E. HENNEN
JON A. McAULIFFE, P.E.
JOHN D. SHOFI
KENNETH S. TAKACS, JR.
FRANK SCOTT WILLIAMS

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REPLY TO:

POST OFFICE BOX 10430
TAMPA, FLORIDA 33679-0430

TELEPHONE
(813) 876-7796

TELEFAX
(813) 876-0509

August 6, 1998

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

Re: Articles of Incorporation

Dear Sir or Madam:

The undersigned, being the remaining shareholders of Shofi, Hennen & Gramovot, P.A., have no objection to the filing of Articles of Incorporation in the name of Shofi & Hennen, P.A. It is our intent to dissolve the corporation named Shofi, Hennen & Gramovot, P.A. by the end of 1998 and to continue practicing under the newly formed corporation, Shofi & Hennen, P.A.

Please do not hesitate to contact John D. Shofi if you need additional information.

SHOFI, HENNEN & GRAMOVOT, P.A.



John D. Shofi



William E. Hennen

ARTICLES OF INCORPORATION

OF

SHOFI & HENNEN, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG -7 AM 9:29

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of this Corporation is **SHOFI & HENNEN, P.A.** The mailing address of this Corporation shall be Post Office Box 10430, Tampa, Florida, 33679-0430, or such other address as may be designated by the Board of Directors. The specific purpose is to practice law.

Article II - Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, without par value.

Article III - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1715 W. Cleveland Street, Tampa, Florida 33606. The initial registered agent of this Corporation is Muriel Desloovere.

Article IV - Incorporator

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

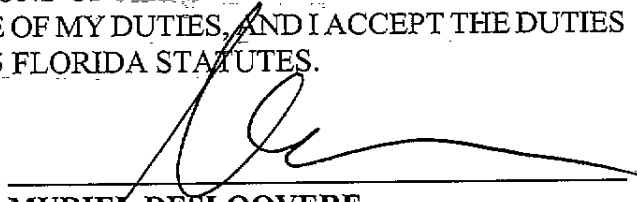
Muriel Desloovere
Langford & Hill, P.A.
1715 West Cleveland Street
Tampa, Florida 33606

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 6th day of August, 1998.



MURIEL DESLOOVERE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.



MURIEL DESLOOVERE,
Registered Agent
Date: August 6, 1998

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DIVISION OF CORPORATIONS
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