

PA8000084295



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 979475 9666A

AUTHORIZATION : Patricia Pugh

COST LIMIT : \$ 70.00

ORDER DATE : September 30, 1998

ORDER TIME : 11:24 AM

ORDER NO. : 979475-005

000002652460--3

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
SIMMONS HART & SHEEHE, P.A.

P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: GRAY, ACKERMAN, AMAT & HAINES, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

Handwritten initials and date: 9/30/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 PM 3:09

DIVISION OF CORPORATIONS

98 SEP 30 PM 12:13

RECEIVED

98 SEP 30 PM 3:09

ARTICLES OF INCORPORATION
OF
GRAY, ACKERMAN, AMAT & HAINES, P.A.

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of law in the State of Florida, executes and files these Articles 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 1.

1.01 Name and Address. The name of the Corporation is **GRAY, ACKERMAN, AMAT & HAINES, P.A.**, and the mailing address of the Corporation is 125 NE 1st Avenue, Suite 1, Ocala, FL 34480. The address of the Corporation's principal office is 125 NE 1st Avenue, Suite 1, Ocala, Marion County, Florida 34481.

ARTICLE 2.

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE 3.

3.01 Purpose. The purpose of the Corporation is to practice the profession of law. The sole and exclusive professional service to be rendered by the Corporation is law.

3.02 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.

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FOR
GRAY, ACKERMAN, AMAT & HAINES, P.A.

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3.03 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the Corporation are not to be divided into classes.

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ARTICLE 5.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party

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does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

7.01 Organizing Director. The initial Board of Directors shall consist of four (4) Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of this Corporation are:

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| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| BRYCE W. ACKERMAN | 125 NE 1 st Avenue, Suite 1 Ocala, FL 34470 |
| STEVEN H. GRAY | 125 NE 1 st Avenue, Suite 1 Ocala, FL 34470 |
| DANIEL A. AMAT | 125 NE 1 st Avenue, Suite 1 Ocala, FL 34470 |
| TIM D. HAINES | 125 NE 1 st Avenue, Suite 1 Ocala, FL 34470 |

ARTICLE 8.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is BRYCE W. ACKERMAN, whose mailing address is 125 NE 1st Avenue, Suite 1, Ocala, FL 34470.

ARTICLE 9.

9.01 Incorporator. The name and address of the person signing these Articles is BRYCE W. ACKERMAN, whose mailing address is 125 NE 1st Avenue, Suite 1, Ocala, FL 34470.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
this 29th day of September, 1998.


BRYCE W. ACKERMAN

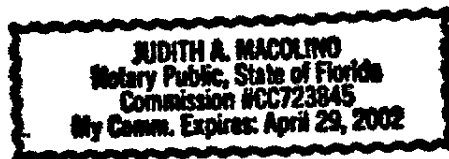
STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and
county set forth above, personally appeared BRYCE W. ACKERMAN, known to me and
known by me to be the person who executed the foregoing Articles of Incorporation and
acknowledged to me that he executed the same freely and voluntarily for the uses and
purposes therein expressed.

WITNESS my hand and official seal this 29th day of September, 1998.


Print Name: JUDITH A. MACOLINO
Notary Public, State of Florida
Commission No.: _____
My commission expires: _____

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092998/2



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 30 PM 3: 09

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

BRYCE W. ACKERMAN, whose address is 125 NE 1st Avenue, Suite 1, Ocala, FL 34470 is the initial registered agent named in the Articles of Incorporation to accept service of process for **GRAY, ACKERMAN, AMAT & HAINES, P.A.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 20th of September, 1998.


BRYCE W. ACKERMAN