



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 983384 123632A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$

ORDER DATE : October 2, 1998

ORDER TIME : 3:57 PM

ORDER NO. : 983384-005

CUSTOMER NO: 123632A

CUSTOMER: John J. Von Staden, Jr., Esq  
JOHN J. VON STADEN, JR., P.A.

Suite 330  
29605 U.S. Highway 19 North  
Clearwater, FL 34621

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -5 PM 1:06

DOMESTIC FILING

NAME: RUSSELL T. CARMICHAEL &  
ASSOCIATES, INC.

100002654941--9

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: Janice Vanderslice

EXAMINER'S INITIALS:

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98 OCT -5 AM 8:24  
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS  
98 OCT -5 PM 1:06

**ARTICLES OF INCORPORATION**  
*of*  
**RUSSELL T. CARMICHAEL & ASSOCIATES, INC.**

The undersigned natural person, competent to contract, acting as incorporators for the purpose of organizing a corporation pursuant to Florida Statutes Chapter 607, the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**Article I. Name.** The name of the corporation is:

RUSSELL T. CARMICHAEL & ASSOCIATES, INC.

**Article II. Duration.** The duration of existence of the corporation is perpetual.

**Article III. Purposes.** The purposes for which the corporation is organized are: To engage in and do any or all lawful acts or activities and to engage in and transact any or all lawful business permitted under the laws of the United States and the laws of the State of Florida.

**Article IV. Authorized Stock.** The corporation is authorized to issue One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) a share, all of one class, and having the aggregate par value of One Thousand Dollars (\$1,000.00).

**Article V. Initial Registered Office and Agent.** The street address of the initial registered office of the corporation is 14605 49th Street North, Suite 1, Clearwater, Florida 33762. The name of the initial registered agent of the corporation at this office is Russell T. Carmichael.

**Article VI. Initial Board of Directors.** The corporation shall have a board of directors which shall initially consist of one (1) individual. The number of directors may be increased or decreased from time to time by an amendment to, or in the manner provided in, the bylaws, provided that the number of directors shall not be less than one (1) individual at any time. The names and addresses of the individuals who shall serve as the initial directors of the corporation are:

Russell T. Carmichael  
14605 49th Street North, Suite 1  
Clearwater, FL 33762

**Article VII. Incorporators.** The names and addresses of the incorporators are:

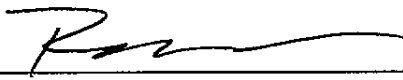
Russell T. Carmichael  
14605 49th Street North, Suite 1  
Clearwater, FL 33762

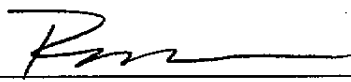
**Article VIII. Principal Office Address.** The initial principal office address of the corporation is: 14605 49th Street North, Suite 1, Clearwater, Florida 33762, which is the same address as the corporation's initial registered office. The initial mailing address of the corporation is: 14605 49th Street North, Suite 1, Clearwater, Florida 33762. The corporation reserves the privilege of having branch or other offices at places within or outside the State of Florida.

**Article IX. Powers.** The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

**Article X. Amendment of Articles.** The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time.

**IN WITNESS WHEREOF**, the undersigned incorporators have executed these Articles of Incorporation, in the State of Florida, this 29 day of September, 1998.

  
\_\_\_\_\_  
Russell T. Carmichael  
Incorporator

  
\_\_\_\_\_  
Russell T. Carmichael  
Registered Agent

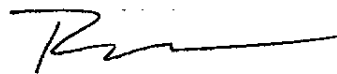
**Certificate Designating Registered Office and Registered Agent for Service of Process Within the State of Florida**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 OCT -5 PM 1:06

In compliance with Florida Statutes sections 48.091, 607.0501 and 607.0505, the following is hereby submitted:

That Russell T. Carmichael & Associates, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, located at 14605 49th Street North, Suite 1, Clearwater, Florida 33762, hereby designates and appoints Russell T. Carmichael as its registered agent to accept service of process at the aforesaid address, which address is hereby designated as the corporation's registered address for service of process within the State of Florida.

Executed in the State of Florida, this the 29 day of September, 1998.



Russell T. Carmichael  
Incorporator/Director

**Acknowledgement and Acceptance**

Having been designated as registered agent to accept service of process for the above named corporation, at the registered office of the corporation designated in the Articles of Incorporation and this Certificate, I hereby agree to act in this capacity, acknowledge that I am familiar with, and accept, the obligations of this position, and further agree to comply with the duties and obligations imposed by, and in accordance with, the laws of the State of Florida relative to the proper and complete performance of my duties in this capacity.

Executed in the State of Florida, this the 29 day of September, 1998.



Russell T. Carmichael  
Registered Agent