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ACCOUNT NO. : 072100000032

REFERENCE : 000020 86467A

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 78.75

ORDER DATE : October 19, 1998

ORDER TIME : 9:23 AM

ORDER NO. : 000020-005

CUSTOMER NO: 86467A

CUSTOMER: Dale L. Price, Esq.
PRICE PRICE PROUTY & WHITAKER,
PRICE PRICE PROUTY & WHITAKER,
P. O. Box 1519

Bradenton, FL 34206

DOMESTIC FILING

NAME: WHITAKER & HAMILTON, 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 OCT 19 AM 10:55

RECEIVED

98 OCT 19 PM 2:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

000002666620--6

JR
10/19/98

ARTICLES OF INCORPORATION
OF

WHITAKER & HAMILTON, P.A.

FILED
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DIVISION OF CORPORATIONS
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The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract and being duly licensed to practice law in the State of Florida, hereby form a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of this professional corporation is WHITAKER & HAMILTON, P.A.

ARTICLE II

This professional corporation is organized for the sole and specific purpose of rendering the same personal services to the public which are rendered by attorneys at law, duly licensed to practice law in the State of Florida, and the general nature of the business to be transacted by this professional corporation is as follows:

A. To engage in the general practice of law in Florida, that is, in every phase and aspect of the business of rendering the same professional services to the public that an attorney at law, duly licensed under the laws of the State of Florida, is authorized as an attorney at law to render, but such professional services shall be rendered only through its officers, employees, and agents who are duly authorized and licensed under the laws of the State of Florida to practice law therein.

B. To invest the funds of this professional corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

D. To do all and every thing necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof necessary or incidental to the protection and benefit of this professional corporation, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this professional corporation.

The foregoing paragraphs shall be construed as enumerating objects, purposes and powers of this professional corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes of this professional corporation, otherwise permitted by law.

ARTICLE III

The duration of this professional corporation shall be perpetual.

ARTICLE IV

The maximum number of shares of capital stock to be issued by this professional corporation shall be one thousand (1,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share, all of which shall be of the same class. The same may be issued only for a consideration having a value, in the judgment of the Board of Directors of this professional corporation, at least equivalent to the full par value of the stock to be issued, as determined at a meeting of the Board of Directors held for such purpose. All stock issued shall be fully paid and non-assessable. The shareholders shall have no preemptive rights with respect to the stock of this professional corporation, and this professional corporation may issue and sell its common stock from time to time without offering such shares to the shareholders then holding shares of common stock. Shares of stock of this professional corporation and certificates therefor shall be issued only to attorneys at law authorized and licensed to practice law in the State of Florida.

ARTICLE V

The stock of this professional corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in

the State of Florida. If any shareholder becomes legally disqualified to practice law in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, the shares of stock of such shareholder shall immediately become subject to purchase by this corporation in accordance with the by-laws of this corporation. This professional corporation shall have the power to include in its by-laws regulatory or restrictive provisions regarding the proposed sale, purchase, transfer or other disposition of any of the outstanding shares of the stock of this professional corporation.

ARTICLE VI

No shareholder of this professional corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of the shares of such shareholder.

ARTICLE VII

The names and street addresses of the incorporators and subscribers of these Articles of Incorporation are:

NAME AND ADDRESS	SHARES	VALUE
Thomas P. Whitaker, Jr. 303 24th Street W. Bradenton, Florida 34205	To be determined	Full par value
W. Scott Hamilton 3907 23rd Avenue W. Bradenton, Florida 34205	To be determined	Full par value

ARTICLE VIII

This professional corporation shall initially have two directors. The number of directors may be increased or diminished from time to time by by-laws adopted by this corporation. Each director shall be a shareholder of this corporation and shall be duly licensed to practice law in the State of Florida.

ARTICLE IX

The names and street addresses of the first Board of Directors are: Thomas P. Whitaker, Jr.
303 24th Street W.
Bradenton, Florida 34205

W. Scott Hamilton
3907 23rd Avenue W.
Bradenton, Florida 34205

Said directors shall hold office for the first year of existence of this corporation, or until their successors are duly elected and have qualified.

ARTICLE X

The initial street address of the principal office of this professional corporation in the State of Florida is 2400 Manatee Avenue West, Bradenton, Florida 34205. The Board of Directors may from time to time move the principal office to any other address in Florida. The corporation shall have the power to establish branch offices and other places of business at such other places within the State of Florida as may be determined and deemed expedient by the Board of Directors from time to time.

ARTICLE XI

The names and addresses of the initial officers of this

corporation are: Thomas P. Whitaker, Jr., President
303 24th Street W.
Bradenton, Florida 34205

W. Scott Hamilton, Vice-President/Secretary
3907 23rd Avenue W.
Bradenton, Florida 34205

Said officers shall hold office for the first year of existence of this corporation, or until their successors are duly elected and have qualified.

ARTICLE XII

No contract or other transaction between this professional corporation and any other corporation shall be affected by the fact that any director of this professional corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this professional corporation or in which this professional corporation is interested; and no contract, or other transaction of this professional corporation with any person, firm, or corporation, shall be affected by the fact that any director of this professional corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of this professional corporation is hereby relieved from any liability that might otherwise exist from contracting with this professional corporation for the benefit of such person or any firm, association, or corporation in which such person may be in any way interested.

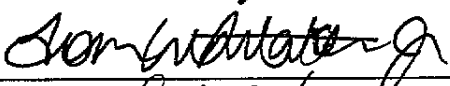
ARTICLE XIII

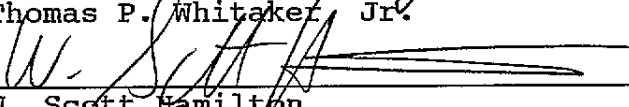
The street address of the initial registered office of this corporation is 2400 Manatee Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent of this corporation at that address is Thomas P. Whitaker, Jr.

ARTICLE XIV

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a meeting of the shareholders by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Subscribed this 16th day of October, 1998.



Thomas P. Whitaker, Jr.


W. Scott Hamilton

STATE OF FLORIDA

COUNTY OF MANATEE

Before me, this day, personally appeared Thomas P. Whitaker, Jr. and W. Scott Hamilton, who are personally known to me, and to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to said Articles of

Incorporation.

Witness my hand and official seal in the county and state
named above on this the 16th day of October, 1998.

My Commission Expires:



Notary Public - Joy L. Liming
Joy L. Liming
MY COMMISSION # 00648954 EXPIRES
May 10, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the
following is submitted:

THOMAS P. WHITAKER, JR. and W. SCOTT HAMILTON, the
original incorporators of the proposed corporation, WHITAKER &
HAMILTON, P.A., which shall have its registered office at 2400
Manatee Avenue West, Bradenton, Florida 34205, have named THOMAS P.
WHITAKER, JR. of 2400 Manatee Avenue West, Bradenton, Florida
34205, to serve as Registered Agent for the said corporation, such
designation becoming effective as of the date of the approval of
the Articles of Incorporation filed herewith.

Having been designated to accept service of process for
the above-referenced corporation, at the address indicated in this
Certificate, I hereby accept such designation and agree to comply
with the State laws relating to such office.

Tom Whitaker Jr.

THOMAS P. WHITAKER, JR.

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