

P98000104524

JAMES R. MITCHELL, P.A.

Attorney at Law

14502 North Dale Mabry, Suite 200
Tampa, FL 33618

Facsimile
(813) 969-0298

Telephone
(813) 968-6982

December 11, 1998

VIA PRIORITY MAIL

Florida Department of State
Division of Corporations
Domestic Charter Section
409 East Gaines Street
Tallahassee, Florida 32301

600002711726--0
-12/14/98--01094--001
****122.50 *****78.75

Re: James R. Mitchell, P.A.

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for JAMES R. MITCHELL, P.A., together with a check for \$122.50 representing the following:

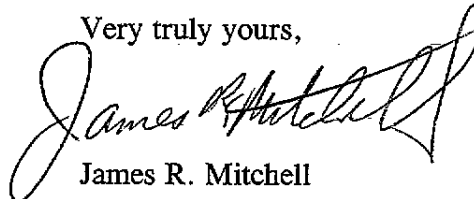
Filing Fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$122.50

FILED
DEC 14 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file these Articles immediately upon receipt and return a certified copy to our office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,


James R. Mitchell

JRM/pg
Enclosures

DEC 17 1998
(6)

ARTICLES OF INCORPORATION
OF
JAMES R. MITCHELL, P.A.

FILED
98 DEC 14 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this Corporation is: JAMES R. MITCHELL, P.A.

ARTICLE II: DURATION

This Corporation shall exist perpetually, commencing the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III: PURPOSE

This Corporation is organized for the purpose of operating as a law firm and providing other legal and business consulting services.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issues 100 shares of .01 par value common stock.

ARTICLE V: INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is :

James R. Mitchell, P.A.
14502 North Dale Mabry, Suite 312
Tampa, FL 33618

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 16915 Filly Lane, Odessa, FL 33556, and the name of the initial registered agent of this Corporation at that address is JAMES R. MITCHELL.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
James R. Mitchell	14502 North Dale Mabry, Suite 312 Tampa, FL 33618

ARTICLE VIII: INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
James R. Mitchell	14502 North Dale Mabry, Suite 312 Tampa, FL 33618

ARTICLE IX: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE X: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE XI: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIII: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

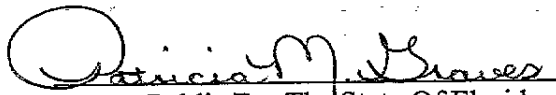
10th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of December, 1998.


JAMES R. MITCHELL, Incorporator

STATE OF FLORIDA }
COUNTY OF HILLSBOROUGH }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES R. MITCHELL, PRESIDENT OF JAMES R. MITHCELL P.A., known to be 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.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10th day of December, 1998.


Notary Public For The State Of Florida

My commission expires:



PATRICIA M GRAVES
My Commission CC499708
Expires Oct. 05, 1999

CERTIFICATE DESIGNATING REGISTERED AGENT

FILED

98 DEC 14 AM 8:48

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is
submitted in compliance with said Act:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

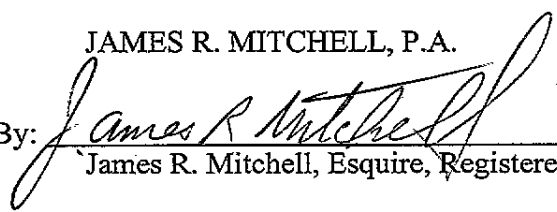
That JAMES R. MITCHELL, P.A., desiring to organize under the laws of the State of Florida with its principal office, 14502 N. Dale Mabry Highway, Suite 312, Tampa, Florida 33618 as indicated in the Articles of Incorporation, has named James R. Mitchell, located at 16915 Filly Lane, Odessa, Florida 33556, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

JAMES R. MITCHELL, P.A.

By:


James R. Mitchell, Esquire, Registered Agent

Date:

12-10-98