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JACKSONVILLE 904 / 399-1609
OCALA 352 / 867-1609
PONTE VEDRA BEACH 904 / 280-1609

December 30, 1998

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32301

200002727812--4
-12/31/98--01036--024
*****78.75 *****78.75

Re: Incorporation of Cooper, Ridge & Beale, P.A.
A Florida Corporation

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of Cooper, Ridge & Beale, P.A., a Florida corporation. Also enclosed is our firm's check for \$78.75 to cover the following fees:

Filing Fees	35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total Fees	\$ <u>78.75</u>

EFFECTIVE DATE
12-30-98

Please file the original Articles of Incorporation and forward a certified copy to our offices.

DHP
1-4-99

Very truly yours,

David H. Peek
David H. Peek

DHP/bkb
Enclosure
760802/94810

cc: George E. Ridge, Esquire

FILED
98 DEC 31 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COOPER, RIDGE & BEALE, P.A.

FILED
98 DEC 31 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, an attorney duly licensed to render professional services in the state of Florida, for the purpose of forming a professional corporation under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

EFFECTIVE DATE
12-30-98

Name and Place of Business. The name of this corporation is COOPER, RIDGE & BEALE, P.A., with its principal place of business at 200 West Forsyth Street, Suite 1200, Jacksonville, Florida, 32202.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through this corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice law, the same professional services that an attorney duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

ARTICLE IV

CAPITAL STOCK

(a) Authorized Capital. The authorized capital stock of this corporation shall consist of 100,000 shares of common stock having a par value of \$.01 per share.

(b) Limitation on Issuance. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice law in the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation at that address is David H. Peek.

ARTICLE VI

DIRECTORS

(a) Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
William G. Cooper	200 West Forsyth Street, Suite 1200 Jacksonville, Florida 32202
George E. Ridge	200 West Forsyth Street, Suite 1200 Jacksonville, Florida 32202

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve this corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VIII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

INCORPORATOR

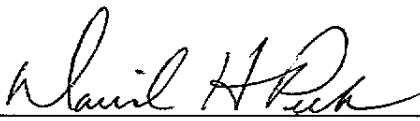
The street address of the incorporator of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the incorporator of this corporation is David H. Peek.

ARTICLE X

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 30 day of December, 1998.



David H. Peek

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of December, 1998, by DAVID H. PEEK, who is either personally known to me or produced the identification described below and who did not take an oath.

(SEAL)

My Commission Expires:



B KAYE BARNAUSKAS
My Commission CC433270
Expires Jan 12, 1999
Bonded by HAI
800-422 1555

A handwritten signature of B. Kaye Barauskas in cursive script, written over a horizontal line.

Print: B. KAYE BARNAUSKAS

Notary Public, State and County
Aforesaid.

Commission No. _____

PERSONALLY KNOWN

Type of Identification

ACCEPTANCE BY REGISTERED AGENT

FILED
98 DEC 31 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



David H. Peek

Dated: December 30, 1998