



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 084868 7128267

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pzyt

ORDER DATE : December 31, 1998

ORDER TIME : 9:58 AM

ORDER NO. : 084868-010

CUSTOMER NO: 7128267

CUSTOMER: Dawn Alsip, Legal Asst
BRICKLEMYER SMOLKER & BOLVES,
BRICKLEMYER SMOLKER & BOLVES,
Suite 200
500 East Kennedy Boulevard
Tampa, FL 33602

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DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: BRICKLEMYER SMOLKER & BOLVES,
P.A.

500002727705-7

~~FILE SECOND~~

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: Deborah Schroder

EXAMINER'S INITIALS:

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1/4/99

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ASSIGNMENT OF RIGHTS IN CORPORATE NAME

COPY

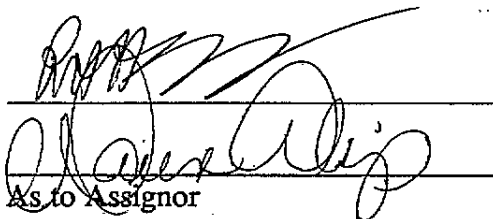
The undersigned corporation, Bricklemyer Smolker & Bolves, P.A., hereby assigns all right, title and interest in and to the following corporate name to Keith W. Bricklemyer, as incorporator of a to be formed Florida professional services corporation (the "Assignee"):

BRICKLEMYER SMOLKER & BOLVES, P.A.

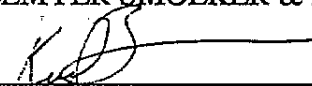
TO HAVE AND TO HOLD the same unto the Assignee forever, with such right to further use or assign such name for any lawful purpose.

EXECUTED AND DELIVERED as of December 30, 1998.

Signed, sealed and delivered
in the presence of:


As to Assignor

BRICKLEMYER SMOLKER & BOLVES, P.A.

By: 
Its: President

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ARTICLES OF INCORPORATION
OF
BRICKLEMYER SMOLKER & BOLVES, P.A.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **Bricklemyer Smolker & Bolves, P.A.**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation shall be:
500 East Kennedy Boulevard, Suite 200, Tampa, Florida 33602

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

1,000,000 shares of common stock, par value \$.01 per share (the "Common Stock").
2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.
3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.
4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602 and the initial registered agent of this Corporation at such office shall be Keith W. Bricklemyer. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall consist of seven (7) members, such members to hold office until his or her successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Keith W. Bricklemyer	500 E. Kennedy Blvd., Suite 200 Tampa, FL 33602
Brian A. Bolves	500 E. Kennedy Blvd., Suite 200 Tampa, FL 33602
David Smolker	500 E. Kennedy Blvd., Suite 200 Tampa, FL 33602
Jay J. Bartlett	500 E. Kennedy Blvd., Suite 200 Tampa, FL 33602
Douglas C. Roland	500 E. Kennedy Blvd., Suite 200 Tampa, FL 33602
David M. Corry	500 E. Kennedy Blvd., Suite 200 Tampa, FL 33602

Richard A. Schlosser 500 E. Kennedy Blvd., Suite 200
Tampa, FL 33602

Gregory J. Orcutt 500 E. Kennedy Blvd., Suite 200
Tampa, FL 33602

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are Keith W. Bricklemyer, 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602.

ARTICLE 8

EFFECTIVE DATE, PURPOSES, AND DURATION

These Articles of Incorporation shall become effective at 8:00 AM, EST on January 1, 1999. The general purpose for which this Corporation is organized is to engage solely and exclusively in the general practice of law, together with the transaction of any and all lawful business for which a professional services corporation may be incorporated under Florida law, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under Florida law. This Corporation shall have perpetual existence.

ARTICLE 9

BY-LAWS

The power to adopt the by-laws of this Corporation and to alter, amend or repeal the by-laws, shall be vested in the Board of Directors of this Corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

AFFILIATED TRANSACTIONS

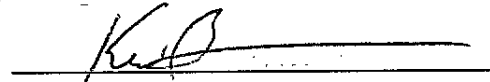
The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

**ARTICLES OF INCORPORATION OF
BRICKLEMYER SMOLKER & BOLVES, P.A.**

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 29th day of December, 1998.



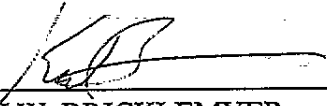
KEITH W. BRICKLEMYER

BRICKLEMYER SMOLKER & BOLVES, P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, KEITH W. BRICKLEMYER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 27th day of December, 1998.



KEITH W. BRICKLEMYER

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