

PADGETT & MORRIS
ATTORNEYS AT LAW

JAMES L. PADGETT
ELIZABETH A. MORRIS

P99000005397

REPLY TO:
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CRESCENT CITY, FL 32112
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PO BOX 1816
PALATKA, FL 32178-1816
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January 12, 1999

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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****122.50 *****78.75

RE: PADGETT & MORRIS, P.A.

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	\$ 35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. I appreciate your assistance in this matter.

Sincerely,

Julie R. Parkison

Julie R. Parkison
Legal Assistant

/jrp
Enclosures

FILED
99 JAN 14 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF PADGETT & MORRIS, P.A.**

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99 JAN 14 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice law in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is: PADGETT & MORRIS, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c. The professional services of this corporation shall be carried out only through

officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in, the State of Florida.

ARTICLE IV. CAPITAL

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. (Such shares shall be of a single class of common stock, and shall have a par value of One dollars (\$1.00) per share.

ARTICLE V. PRINCIPAL OFFICE

The address of the corporation's principal office is 113 N. 4th Street, Ste. 2, Palatka, Florida 32177. The name of the initial registered agent of the corporation, located at such office, is Elizabeth A. Morris.

ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

Elizabeth A. Morris

PO Box 1816, Palatka, Florida 32178-1816

James L. Padgett, Jr.

10 Central Avenue, Crescent City, Florida 32112

ARTICLE VIII. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are:

James L. Padgett, Jr.

Elizabeth A. Morris

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be until the next annual meeting of the shareholders and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

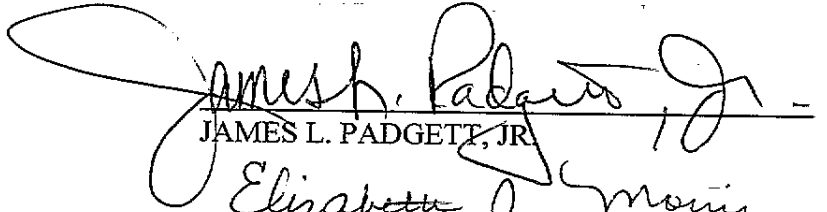
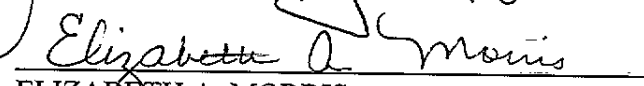
ARTICLE IX. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten (10) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE X. DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

In witness hereof, we, the undersigned incorporators of this corporation, have executed these articles of incorporation at Palatka, Florida on Jan. 1, 1999.


JAMES L. PADGETT, JR.

ELIZABETH A. MORRIS

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is:

PADGETT & MORRIS, P.A.

2. The name and address of the registered agent and office is:

ELIZABETH A. MORRIS, ESQ.
113 N. 4TH STREET, STE. 2
PALATKA, FLORIDA 32177

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Elizabeth A. Morris
Signature

1-1-99