



THE UNITED STATES
CORPORATION
COMPANY

P 99000040917

FILED

99 MAY -5 PM 4:21

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 229114 7183640

AUTHORIZATION :

EFFECTIVE DATE

COST LIMIT : \$ PPD

5-4-99

ORDER DATE : May 5, 1999

ORDER TIME : 3:02 PM

ORDER NO. : 229114-005

CUSTOMER NO: 7183640

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-05/06/99--01002--005

*****70.00 *****70.00

CUSTOMER: Daniel A. Hoffe, Esq

MR. DANIEL A. HOFFE

MR. DANIEL A. HOFFE

52 Turtleback Trail

Ponte Vedra Bea, FL 32082

RECEIVED

99 MAY -5 PM 4:03

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: DANIEL A. HOFFEE, 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

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 5/6/99

**ARTICLES OF INCORPORATION
OF
DANIEL A. HOFFE, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby presents these Articles for the formation of a Corporation under the Professional Services Corporation Act, and other laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE
5-4-99

The name of this Corporation is Daniel A. Hoffe, P.A.

ARTICLE II

The general nature of the business to be transacted by this Professional Service Corporation is:

- (a) To engage in every phase and aspect of the business of rendering professional services to the public that an attorney is authorized to render under the laws of the State of Florida. However, no professional services shall be rendered by this Corporation except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within this state.
- (b) To invest the funds of this 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 professional service.
- (c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives 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 the benefit of the Corporation, and; in general, either alone or in association with other corporations, firms, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objects of this Corporation.
- (d) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

- (e) The general nature of the business to be transacted by this Professional Service Corporation as described in this Article is intended to comply with Florida Statutes Section 621.08.

ARTICLE III

This Corporation is authorized to issue 1,000,000 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1224 of the Internal Revenue Code, and the Stockholders may, by appropriate unanimous vote of the Stockholders, elect to be taxed as provided under Section 1372 of the Internal Revenue Code of 1954, as amended. None of the shares of this Corporation may be issued to any person other than an individual authorized to own such shares under the laws of the State of Florida in compliance with Florida Statutes Section 621.09.

ARTICLE IV

This Corporation shall have perpetual existence, and the existence shall commence on May 4, 1999, pursuant to Florida Statutes Section 607.167.

ARTICLE V

The initial street address of the principal office of this corporation is 105-B Solana Road, Ponte Vedra Beach, Florida 32082. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The name and address of the person signing these Articles of Incorporation is:

Daniel A. Hoffe
105-B Solana Road
Ponte Vedra Beach, FL 32082

ARTICLE VII

The street address of the initial registered office of this Corporation is 105-B Solana Road, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this Corporation at that address is Daniel A. Hoffe.

ARTICLE VIII

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX

The name and address of the initial Director of this Board is:

Daniel A. Hoffe
105-B Solana Road
Ponte Vedra Beach, Florida 32082

ARTICLE X

No Stockholder of this Corporation may sell or transfer his shares of stock of this Corporation, except to another individual who is eligible to be a Stockholder of this Corporation pursuant to Florida Statutes Section 621.11 and the stock certificates shall carry a legend so providing.

ARTICLE XI

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives herein above stated, this Corporation shall have all and singular the following powers:

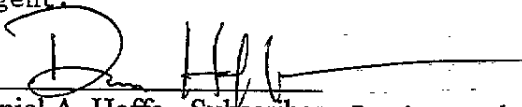
- (a) To enter into, or become a partner in, any arrangement for profit-sharing, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, partnership or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.
- (b) To purchase and acquire any or all of its shares owned and held by any such Stockholder as should desire to sell, transfer, or otherwise dispose of shares, in accordance with any corporate stock purchase agreement, as may be executed, between the Corporation and all of the Stockholders of this Corporation; provided, however, the capital of this Corporation is not impaired.
- (c) To enter into, for the benefit of its qualified employees, as defined in any such plans, 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; (6) a medical reimbursement plan; (7) other retirement or incentive compensation plan.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to be voted thereon unless all Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made; however, in no

event may any amendment provide that the Corporation may enter into any stock repurchase plan or issue any new shares without first acquiring the unanimous consent of all of the Stockholders. All rights of Stockholders are subject to these reservations.

IN WITNESS WHEREOF, I the subscriber have executed these Articles of Incorporation this 4th day of May, 1999. I hereby accept the duties and responsibilities of registered agent.


Daniel A. Hoffe - Subscriber, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA