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103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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ACCT. #FCA-14

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CONTACT: CINDY HICKS

DATE: 0262. 7178

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*****78.75 *****78.75

REF. #: 6-15-99

CORP. NAME: Knight + Kromholz, P.A.

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|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 5159 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> PLAIN STAMPED COPY |
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Examiner's Initials

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KNIGHT & KROMHOLZ, P.A.

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

ARTICLE I

Name

The name of this corporation shall be:

KNIGHT & KROMHOLZ, P.A.

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ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

633 N. Franklin Street
Suite 725
Tampa, Florida 33602

ARTICLE III

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) to engage solely and specifically in the business of carrying on the general practice of law;

(b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;

(c) to own real and personal property necessary for the rendering of the above stated professional services; and

(d) in general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. Each holder of stock of this corporation must be licensed to practice law in the State of Florida.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants

to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 633 N. Franklin Street, Suite 725, Tampa, Florida, 33602, and the initial registered agent of this corporation at such office shall be William A. Knight. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of at least two (2) members, the exact 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. A quorum for the transaction of

business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or outside the State of Florida. Directors need not be stockholders, but each director must be licensed to practice law in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
William A. Knight	2911 Alline Avenue Tampa, Florida 33611
John W. Kromholz	18005 Allison Park Place, #211 Tampa, Florida 33647

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William A. Knight	2911 Alline Avenue Tampa, Florida 33611

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

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 XII

Affiliated Transactions

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

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



WILLIAM A. KNIGHT

KNIGHT & KROMHOLZ, P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **WILLIAM A. KNIGHT**, 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 Section 607.0505, Florida Statutes.

DATED this 8th day of June, 1999.



WILLIAM A. KNIGHT

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TALLAHASSEE, FLORIDA