

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

P 9900078640

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-08/18/99-01019-005
*****87.50 *****87.50

SUBJECT: Richard M. Mitzel, P.A.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
8-16-99

FILED
99 AUG 23 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard M. Mitzel
Name (Printed or typed)

100 N. Tampa St., Suite 1825
Address

Tampa, FL 33602
City, State & Zip

(813) 272-1000
Daytime Telephone number

F. CHESSER

F. CHESSER

SEP 2 1999

AUG 23 1999

2551-*Phone*

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION
OF
RICHARD M. MITZEL, P.A.

EFFECTIVE DATE
8-16-99

Article I

Name

The name of this Corporation is RICHARD M. MITZEL, P.A.

Article II

Duration

The existence of the Corporation shall commence on August 16, 1999 and have perpetual existence.

Article III

Purpose and Principal Place of Business

Purpose. This Corporation is organized for the purposes of transacting any or all lawful business. (Practice of law)

Principal Place of Business. The initial street address of the principal place of business of the Corporation is:

100 North Tampa Street
Suite 1825
Tampa, Florida 33602

Article IV

Capital Stock

The amount of capital stock authorized shall consist of 100 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

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Article V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares, at a price at which it is offered to others.

Article VI

Initial Registered Office and Agent

The initial registered office of this corporation is: 100 North Tampa Street, Suite 1825, Tampa, Florida 33602 and the name of the initial registered agent of this corporation is: Richard M. Mitzel.

Article VII

Incorporator

The name and address of the incorporator of this corporation is:

Richard M. Mitzel
142 Baltic Circle
Tampa, Florida 33606

Article VIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

Article IX

Management of Corporation by Shareholders

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article X

Shareholder Quorum and Voting

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Article XI

Amendment to Charter

These Articles of Incorporation may be amended, altered, or changed by the shareholders only at a regular meeting or special meeting called for that purpose.

Article XII

Contracts

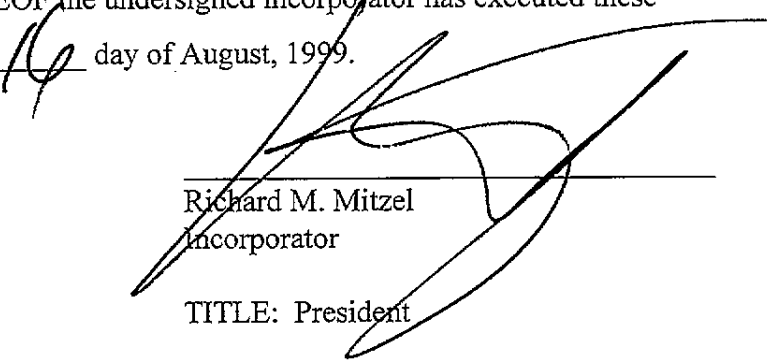
No contract or other transaction between the company and any other corporation, whether or not a majority of the capital stock of the same shall be owned by the company, shall be affected or invalidated by reason of the fact that any one or more of the stockholders of the company is or are interested in, or is a director or officer, or are directors or officers of such corporation, and any shareholder or shareholders, individually or jointly may be a party or parties to or may be interested in any contract or transaction of the company or in which the company is interested, and no contract, act or transaction of the company with any person or persons, firm or corporation shall be affected or invalidated by the fact that any shareholder or shareholders, officer or officers of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a shareholder of the company is hereby relieved from any liability that might exist otherwise from thus contracting with the company for the benefit of himself or any firm, association, or corporation in which he may in anywise be interested.

Article XIII

Indemnity of Officers and Stockholders

This corporation shall indemnify and save harmless its officers and stockholders of and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which suit, action or judgment, any liability shall be alleged or imposed upon any of the corporation's officers or stockholders in behalf of the corporation, and the corporation shall further pay all costs, legal expenses, and any other charges, that said officer or stockholder may incur in the defense of any claim, suit, or action that may be instituted against the said officers or stockholders in their individual capacities, it being the purpose and intent that the corporation shall save its officers and stockholders harmless from any action taken by them in its behalf.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 16 day of August, 1999.


Richard M. Mitzel
Incorporator

TITLE: President

STATE OF FLORIDA

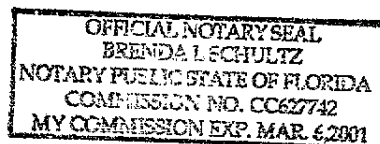
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by Richard M. Mitzel this 16th day of August, 1999.



NOTARY PUBLIC

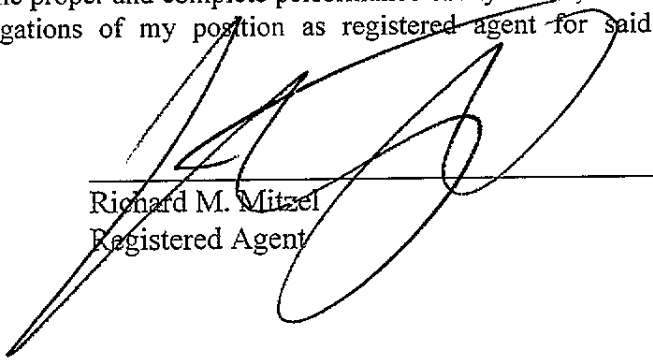
State of Florida at Large



My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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 for said corporation.



Richard M. Mitzel
Registered Agent

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TALLAHASSEE, FLORIDA