

PIPER, ESTEVA, GREEN, KARVONEN & LEWIS
Attorneys at Law

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HENRY ESTEVA
(1918-1998)

MICHAEL B. PIPER
JOHN L. GREEN, JR.
JOHN E. KARVONEN
ALBERT B. LEWIS
LEE W. SCHAFER
DAVID B. KROUK

September 27, 1999

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

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Piper, Esteva, Green, Karvonen & Lewis, P. A.
Our File: P 618 S

Dear Sir:

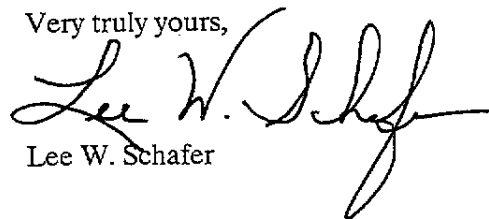
Please find enclosed two (2) original Articles of Incorporation for the above-named corporation along with two (2) original Certificates of Designation of Registered Agent/Registered Office. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

| | |
|------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Registered Agent | |
| Designation | 35.00 |
| Certified Copy | <u>8.75</u> |
| Total | <u>\$ 78.75</u> |

Please file the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


Lee W. Schafer

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PIPER, ESTEVA, GREEN, KARVONEN & LEWIS, P.A.

FILED
99 SEP 30 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this professional service corporation is PIPER, ESTEVA, GREEN, KARVONEN & LEWIS, P.A.

The street address of the principal office of this corporation is 3637 Fourth Street North, Suite 410, St. Petersburg, Florida 33704.

The mailing address of this corporation is 3637 Fourth Street North, Suite 410, St. Petersburg, Florida 33704.

ARTICLE II
PURPOSES

The general nature and purposes of the business to be transacted, promoted and carried on by this corporation are as follows:

- a. To engage in every aspect of the practice of law, and all its fields of specializations, as are engaged in by attorneys.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of the professional services.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

a. The total number of shares of capital stock which the corporation shall have the authority to issue is Twenty Thousand (20,000) shares of Voting Common Stock having no par value. The holders of Voting Common Stock shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. None of the shares of the corporation may be issued to anyone other than an individual in good standing and duly licensed to practice law in the State of Florida.

d. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of this professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE IV
DURATION

The corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE V
REGISTERED AGENT

The address of this corporation's initial registered office is 3637 Fourth Street North, Suite 410, St. Petersburg, Florida 33704, and the name of its initial registered agent at said address is Lee W. Schafer.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are:

Lee W. Schafer
3637 Fourth Street North, Suite 410
St. Petersburg, Florida 33704

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

ARTICLE VIII
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay such shareholder all amounts owing and lawfully due to the shareholder by the corporation, and such shares shall no longer be entitled to dividends.

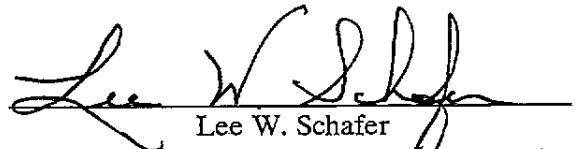
ARTICLE IX
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his, her, or its pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 28th day of September, 1999.


Lee W. Schafer
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 28th day of September, 1999, by LEE W. SCHAFER, who is personally known to me, ~~or who has produced his Florida driver's license as identification.~~

NOTARY PUBLIC

Sign: Donna L. Goldie

Print: DONNA L. GOLDIE

State of Florida at Large (Seal)

My commission expires:

lws\pegklart.inc



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
99 SEP 30 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

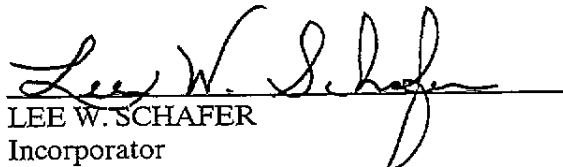
Pursuant to the provisions of section 607.0501, Florida Statutes, the following professional service corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida:

1. The name of the professional service corporation is:

PIPER, ESTEVA, GREEN, KARVONEN & LEWIS, P.A.

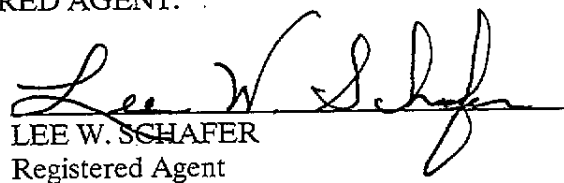
2. The name and address of the registered agent and office is:

Lee W. Schafer
3637 Fourth Street North, Suite 410
St. Petersburg, Florida 33704


LEE W. SCHAFFER
Incorporator

September 28, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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.


LEE W. SCHAFFER
Registered Agent

September 28, 1999