

Division of Corporations

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Fax Number : (850) 922-4001

From: *Julie Hicks*
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FLORIDA PROFIT CORPORATION OR P.A.**Ogden & Sullivan, P.A.**

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ARTICLES OF INCORPORATION
OF
OGDEN & SULLIVAN, P.A.

The undersigned, being duly licensed to practice law under the laws of the State of Florida, hereby adopts these Articles of Incorporation to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida.

ARTICLE 1

Corporate Name

The name of this professional service corporation (this "Corporation") shall be:

Ogden & Sullivan, P.A.

ARTICLE 2

Principal Address

The street address of the initial principal office of this Corporation is 100 North Tampa Street, Suite 2900, Tampa, FL 33602.

ARTICLE 3

Purposes

This Corporation is formed to engage in every aspect of the practice of law. The professional services involved in this Corporation's practice of law may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice law in the State of Florida. This Corporation may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services.

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ARTICLE 4

Corporate Existence

This Corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation.

ARTICLE 5

Capital Stock

This Corporation is authorized to issue ten thousand (10,000) shares of common stock, having a par value of one cent (\$.01) per share. None of the authorized shares of this Corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE 6

Preemptive Rights

This Corporation elects to have preemptive rights.

ARTICLE 7

Restraint on Alienation of Shares

No shareholder of this Corporation may sell or transfer any shares of the Corporation except to another individual who is eligible to be a shareholder of this Corporation. The foregoing restriction on alienation is not exclusive, and nothing herein shall preclude the imposition of additional restrictions on the transfer or registration of outstanding shares of the Corporation pursuant to the bylaws, an agreement among the shareholders of the Corporation or an agreement between the shareholders and the Corporation.

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ARTICLE 8Forfeiture Upon Occurrence of Disqualifying Event

The earliest to occur of any of the following events with respect to any shareholder of the Corporation (a "Disqualifying Event") shall constitute an event disqualifying such shareholder (the "Disqualified Shareholder") from owning shares of the Corporation:

- (a) his or her legal disqualification to practice law in the State of Florida; or
- (b) his or her acceptance of employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of professional legal services; or
- (c) any sale, transfer, hypothecation or pledge, or attempted sale, transfer, hypothecation or pledge, by him or her of stock in this Corporation to any person ineligible to be a shareholder in this Corporation; or
- (d) the occurrence of any involuntary transfer of his or her stock in this Corporation, the effect of which is to vest any legal or equitable interest in such stock in some person other than the shareholder.

Upon the occurrence of a Disqualifying Event, all of the shares of stock in this Corporation owned by the Disqualified Shareholder shall be forfeited to, and redeemed by, the Corporation, on the terms and conditions as may be set forth in any applicable provision of the bylaws, an agreement among the shareholders, or an agreement between the shareholders and the Corporation, in effect from time to time; provided, however, in the absence of a bylaw or contractual provision governing the redemption of a Disqualified Shareholder's stock in the Corporation upon the occurrence of a Disqualifying Event, the Disqualified Shareholder shall be entitled to receive, in consideration for the forfeiture of his or her stock in the Corporation, a sum equal to the product of (a) the number of shares of stock owned by the Disqualified Shareholder, multiplied by (b) the "book value" of a single share of outstanding stock of the Corporation determined as of the last day of the month preceding the month in which the Disqualifying Event occurs (the "Determination Date"), and no more. For purposes of these Articles of Incorporation, the "book value" of a single share of outstanding stock of the Corporation shall mean the quotient of (i) the sum of the assets of the Corporation, reduced by the sum of its liabilities, divided by (ii) the total number of shares of

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outstanding stock of the Corporation, all determined as of the close of business on the Determination Date, and shall be determined by the accountant or firm of accountants then servicing the books and records of the Corporation, in accordance with generally accepted accounting principles, consistently applied. The determination of such accountant shall be binding upon this Corporation and the Disqualified Shareholder, unless patently erroneous. Upon the occurrence of a Disqualifying Event, the Disqualified Shareholder shall sever all employment with, and forthwith cease to be a shareholder of, the Corporation and, except to receive payment for his or her stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to the Disqualified Shareholder by this Corporation, the Disqualified Shareholder shall then and thereafter have no further financial interest of any kind in this Corporation. Each shareholder of this Corporation hereby grants an irrevocable power of attorney to this Corporation to cancel his or her stock upon the occurrence of a Disqualifying Event.

ARTICLE 9

Registered Office and Agent

The street address of the initial registered office of this Corporation is 100 North Tampa Street, Suite 2900, Tampa, FL 33602, and the name of the initial registered agent at such address is Timon V. Sullivan.

ARTICLE 10

Directors

The business of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two (2) members. The number of directors may be either increased or diminished from time to time, in the manner prescribed in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Randall J. Ogden

100 North Tampa Street
Suite 2900
Tampa, Florida 33602

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Timon V. Sullivan

100 North Tampa Street
Suite 2900
Tampa, Florida 33602ARTICLE 11Incorporator

The name and address of the Incorporator is:

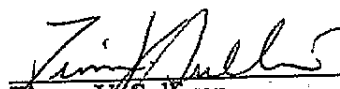
NAMEADDRESS

Timon V. Sullivan

100 North Tampa Street
Suite 2900
Tampa, Florida 33602ARTICLE 12Amendments

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the bylaws of this corporation or other governing law, and any rights conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 7th day of December, 1999, and acknowledges that he is familiar with, and accepts, the obligations of registered agent of this Corporation.


Timon V. Sullivan
Incorporator and Registered Agent

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