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ACCOUNT NO. : 072100000032

REFERENCE : 523970 82466A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

ORDER DATE : December 21, 1999

ORDER TIME : 9:30 AM

ORDER NO. : 523970-005

CUSTOMER NO: 82466A

500003076505--B

CUSTOMER: Mr. Richard McGee, Sr.
MCGEE & MASON, P.A.
MCGEE & MASON, P.A.
101 South Main Street

Brooksville, FL 34601

DOMESTIC FILING

NAME: RICHARD E. MCGEE, SR.,
PROFESSIONAL ASSOCIATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 21 PM 1:30

RECEIVED
99 DEC 21 AM 10:45

99 DEC 21 PM 1:30

**ARTICLES OF INCORPORATION
OF**

**RICHARD E. McGEE, SR.,
PROFESSIONAL ASSOCIATION**

In compliance with the requirements of the *Florida Statutes*, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a professional service corporation.

**ARTICLE I.
CORPORATE NAME**

The name of this corporation is **RICHARD E. McGEE, SR., PROFESSIONAL ASSOCIATION**, and said name shall be so registered with the Florida Department of State, Division of Corporations.

**ARTICLE II.
DURATION**

This corporation shall have perpetual existence, commencing upon the filing of its Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III.
PRINCIPAL OFFICE**

The street address of the principal office of this corporation is 101 South Main Street, Brooksville, Florida 34601, and the current mailing address of the corporation is Post Office Box 326, Brooksville, Florida 34605-0326.

**ARTICLE IV.
PURPOSES AND POWERS**

This corporation is organized for the purpose of rendering professional legal services, and for the further purpose of engaging in all other lawful activities permitted to a corporation organized under Chapter 621, *Florida Statutes*, the Florida Professional Service Corporation Act, as from time to time in effect.

This corporation shall have all powers granted and/or permitted to professional service corporations by law, including, but not limited to, and to the extent permitted by Chapter 621, *Florida Statutes*, the Florida Professional Service Corporation Act, both all the powers enumerated in Chapter 607, *Florida Statutes*, the Florida General Corporation Act, as from time to time in effect, and all other statutory and/or common law powers granted and/or permitted to corporations.

To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the fullest extent permitted by law.

ARTICLE V. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000 shares, par value of \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The initial street address of the corporation's registered office is 101 South Main Street, Brooksville, Florida 34601. The initial registered agent for the corporation at that address is **RICHARD E. McGEE, SR.**

ARTICLE VII. INCORPORATORS

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

Name	Address
RICHARD E. McGEE, SR.	10205 Trudy Lynn Drive Brooksville, Florida 34601

ARTICLE VIII BOARD OF DIRECTORS

All Directors of the corporation shall be shareholders of the corporation, unless otherwise provided in the Bylaws of the Corporation.

The corporation shall have one (1) director, who shall be a holder of stock of the corporation. The number of directors may be either increase to a maximum of five (5), or decreased, but not below one (1), from time to time by action in accordance with the Bylaws of the Corporation. The name and address of the first board of directors is:


<u>Name</u>	<u>Address</u>
RICHARD E. McGEE, SR.	10205 Trudy Lynn Drive Brooksville, Florida 34601

ARTICLE IX.
RESTRICTIONS ON THE TRANSFER OF SHARES

No shareholder may either transfer or encumber shares of the stock of this corporation to another person without the approval of the other shareholders, given in the same manner as for the issuance of authorized but unissued shares of stock, which approval may be withheld for any reason, reasonable or unreasonable, or for no reason.

An appropriate legend shall be affixed to or placed upon each certificate representing shares of the stock of this corporation, which legend shall give notice that the transfer of the shares represented by said certificate is restricted and subject to approval by the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 17, 1999.



RICHARD E. McGEE, SR
Shareholder, Sole Director and President
of Richard E. McGee, Sr., Professional
Association

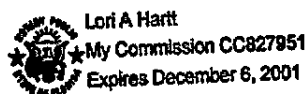
STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 17th day of December, A.D., 1999, by RICHARD E. McGEE, SR., the sole shareholder, director and president of Richard E. McGee, Sr., Professional Association, and who personally appeared before me and who is personally known to me.

NOTARY PUBLIC

Sign: Lori A. Hartt

Print: Lori A. Hartt



My Commission Number:
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, *Florida Statutes*, the following designation of Resident Agent for service of process is made by the corporation:

First - - that RICHARD E. McGEE, SR., PROFESSIONAL ASSOCIATION, desires to organize or qualify under the laws of the State of Florida, with its principal place of business at 101 South Main Street, Brooksville, Florida 34601, and has named RICHARD E. McGEE, SR., located at 101 South Main Street, Brooksville, Florida 34601, as its agent to accept service of process within the State of Florida.


RICHARD E. McGEE, SR.
Incorporator

Dated: December 17, 1999

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for **RICHARD E. McGEE, SR., PROFESSIONAL ASSOCIATION**, at the place designated in this certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.


RICHARD E. McGEE, SR.

Dated: December 17, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 21 PM 1:30