

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

P99000110758

Sherrill & Sherrill, P.A.

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-12/27/99--01030--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE  
1-1-2000

Signature \_\_\_\_\_

Requested by: LM 12/27 9:20am

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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<input type="checkbox"/>	LTD Partnership File _____
<input type="checkbox"/>	Foreign Corp. File _____
<input type="checkbox"/>	L.C. File _____
<input type="checkbox"/>	Fictitious Name File _____
<input type="checkbox"/>	Trade/Service Mark _____
<input type="checkbox"/>	Merger File _____
<input type="checkbox"/>	Art. of Amend. File _____
<input type="checkbox"/>	RA Resignation _____
<input type="checkbox"/>	Dissolution / Withdrawal _____
<input type="checkbox"/>	Annual Report / Reinstatement _____
<input type="checkbox"/>	Cert. Copy _____
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<input type="checkbox"/>	Certificate of Good Standing _____
<input type="checkbox"/>	Certificate of Status _____
<input type="checkbox"/>	Certificate of Fictitious Name _____
<input type="checkbox"/>	Corp Record Search _____
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<input type="checkbox"/>	UCC 11 Search _____
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ARTICLES OF INCORPORATION

OF

SHERRILL & SHERRILL, P.A.

EFFECTIVE DATE  
1-1-2000

ARTICLE I. NAME

The name of this Professional Association is SHERRILL & SHERRILL, P.A.

ARTICLE II. EFFECTIVE DATE

The effective date of the existence of this Professional Association shall be as follows:

January 1, 2000.

ARTICLE III. DURATION

This Professional Association shall exist perpetually.

ARTICLE IV. PURPOSE

This Professional Association is organized for the purpose of engaging in every aspect of the general practice of law. The professional services involved in the Professional Association's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida. The Professional Association shall not engage in any business other than the practice of law. However, the Professional Association may invest its funds in real estate, mortgages, stocks, bonds, and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby. Without limiting or restricting in any manner the general powers of the Professional Association, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, the Professional Association shall have the following general powers:

(A) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(B) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

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(C) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(D) To lend money to, and use its credit to assist, its officers and employees in accordance with applicable law.

(E) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Professional Association may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(G) To lend money for its professional purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(H) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(I) To elect or appoint officers and agents of the Professional Association and define their duties and fix their compensation.

(J) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Professional Association.

(K) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(L) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(M) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(N) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(O) To have and exercise all powers necessary or convenient to effect its purpose.

(P) To indemnify any person who was or is made a party, or is threatened to be made a party, to any proceeding by reason of his having served as a director, officer, employee or agent of the Professional Association all as provided by applicable law.

(Q) To purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares.

#### ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this Professional Association is authorized to have outstanding at any one time is 10,000 shares of common stock of one class only, having a par value of \$1.00 per share.

#### ARTICLE VI. PREEMPTIVE RIGHTS

The Professional Association elects to have preemptive rights.

#### ARTICLE VII. CERTIFICATE OF DESIGNATION OF INITIAL REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Professional Association, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Professional Association is as follows:

SHERRILL & SHERRILL, P.A.

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

RICHARD N. SHERRILL  
435 E. GOVERNMENT STREET  
PENSACOLA, FLORIDA 32501

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

Richard N. Sherrill  
RICHARD N. SHERRILL

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING  
ADDRESS OF THE PROFESSIONAL ASSOCIATION

The principal office, if known, or the mailing address of the Professional Association is as follows:

- A. Principal office (street address), if known, is as follows:

435 EAST GOVERNMENT STREET  
PENSACOLA, FLORIDA 32501

- B. The mailing address of the Professional Association is as follows:

POST OFFICE BOX 12316  
PENSACOLA, FLORIDA 32581

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ARTICLE IX. DIRECTORS

The Professional Association shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, in accordance with the by-laws adopted by the shareholders, provided, that the Professional Association shall always have the minimum number of directors required by law.

ARTICLE X. INITIAL DIRECTORS

The name and post office address of each member of the Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES C. SHERRILL	POST OFFICE BOX 12316 PENSACOLA, FL 32581
RICHARD N. SHERRILL	POST OFFICE BOX 12316 PENSACOLA, FL 32581

## ARTICLE XI. INCORPORATORS

The name and address of each person signing the Articles of Incorporation is as follows:

CHARLES C. SHERRILL

POST OFFICE BOX 12316  
PENSACOLA, FL 32581

RICHARD N. SHERRILL

POST OFFICE BOX 12316  
PENSACOLA, FL 32581

## ARTICLE XII. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be in violation of applicable law or if such action would be inconsistent with any by-laws adopted by the shareholders.

## ARTICLE XIII. REGULATION OF BUSINESS AFFAIRS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:


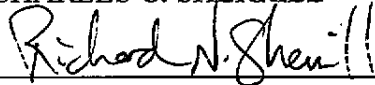
(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the shareholders.

(2) The corporation shall have such officers as may from time to time be provided by the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(3) No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in or is a members, Director, or officer or are members, Directors or officers of such other firm or corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

#### ARTICLE XIV. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares entitled to vote thereon.

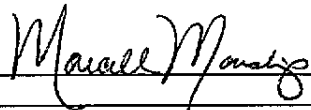
  
\_\_\_\_\_  
CHARLES C. SHERRILL  
  
\_\_\_\_\_  
RICHARD N. SHERRILL

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

#### INDIVIDUAL ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 21 day of December, 1999, by CHARLES C. SHERRILL and RICHARD N. SHERRILL, who are personally known to me or who have produced \_\_\_\_\_ (type of identification, but where this blank is unfilled or where this blank contains "N/A", reliance has been made on personal knowledge) as the identification and who did (did not) take an oath.

Signature of person taking acknowledgment:  
Name of person taking acknowledgment:  
(typed, printed, or stamped)

  
\_\_\_\_\_  
NOTARY PUBLIC  
Date of Commission Expiration: \_\_\_\_\_

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Marcelle Manship  
MY COMMISSION # CC856402 EXPIRES  
July 20, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.