

594887

LAW OFFICES
CLARK & CAMPBELL, P.A.
PROFESSIONAL ASSOCIATION

RONALD L. CLARK
TIMOTHY F. CAMPBELL
BERNARD H. GENTRY
DANIEL MEDINA, LL.M.
DAVID A. GREENE

4740 CLEVELAND HEIGHTS BOULEVARD
POST OFFICE BOX 8559
LAKELAND, FLORIDA 33807-8559
(841) 847-5337
FAX NO. (841) 847-5012

OF COUNSEL
GEORGE A. BODE
REGISTERED PATENT ATTORNEY
ADMITTED IN FLORIDA, LOUISIANA
AND NEW JERSEY

June 2, 1997

900002202699--2
-06/05/97--01044--002
*****35.00 *****35.00

Department of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

900002202699--2
-06/05/97--01044--003
*****35.00 *****35.00

Re: Amended and Restated Articles of Incorporation of Hamic & Shivers, P.A.

Dear Sir or Madam:

Enclosed are the proposed Amended and Restated Articles of Incorporation for Hamic & Shivers, P.A. together with a certificate designating resident agent.

Also enclosed is a check payable to you for your charges as follows:

Filing Fee	\$ 35.00
Filing registered agent's certificate	<u>35.00</u>
TOTAL	\$70.00

Please let us know if anything further is required.

Sincerely,

Daniel Medina

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 AM 9:29

Amended & Restated

SP NIC

7/16/97

Name
Availability
Document Examiner
Updater
Underwriter
Acknowledgement
W. P. Verityer

J:\HAMIC\HAM&SHIV.PAISECSTA2.LET

if name new but 6/17

*Arysta
Med
497-14208*

FILING	35
C. COPY	
R. AGENT	
TOTAL	70.00
BALANCE DUE \$	
REFUND \$	35



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1997

DANIEL MEDINA, ESQUIRE
CLARK & CAMPBELL, P.A.
PO BOX 6559
LAKELAND, FL 33807-6559

**SUBJECT: HAMIC & SHIVERS, PROFESSIONAL ASSOCIATION, CERTIFIED
PUBLIC ACCOUNTANTS**
Ref. Number: S94887

We have received your document for HAMIC & SHIVERS, PROFESSIONAL ASSOCIATION, CERTIFIED PUBLIC ACCOUNTANTS and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 997A00032502

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAMIC & SHIVERS, P.A., CPAs**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 11 AM 9:29

The undersigned subscriber to these articles of incorporation, being duly licensed to practice accountancy under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is HAMIC & SHIVERS, P.A., CPAs

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 201 South Florida Avenue, Lakeland, Florida 33803.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of accountancy. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the

date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 7,500 shares of common stock, having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice accountancy in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the registered office of this professional service corporation is 201 South Florida Avenue, Lakeland, Florida 33803. The name of the registered agent at that address is JEFFREY S. SHIVERS, CPA.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The board of directors shall, at all times, consist of at least one member. The name and address of the member of the first board of directors is:

<u>Name</u>	<u>Address</u>
JEFFREY S. SHIVERS	201 South Florida Avenue Lakeland, Florida 33801.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY S. SHIVERS, CPA	201 South Florida Avenue Lakeland, Florida 33801.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the 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. If any shareholder becomes legally disqualified to practice accountancy in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

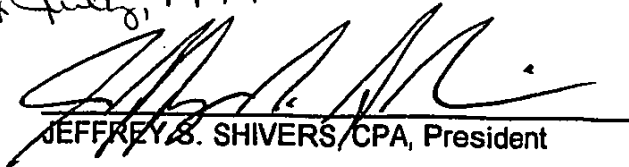
ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these

articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on ~~21st day of May, 1997.~~

7th day of July, 1997


JEFFREY S. SHIVERS, CPA, President

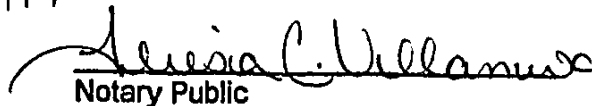
STATE OF FLORIDA

COUNTY OF POLK

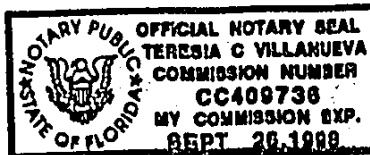
I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared JEFFREY S. SHIVERS, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this ~~21st day of May, 1997.~~

7th day of July, 1997


Notary Public

My Commission Expires:



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

Pursuant to Florida Statutes, Section 48.091, the following is submitted:

That desiring to organize under the laws of the State of Florida, **HAMIC & SHIVERS, P.A., CPAs** with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named, **JEFFREY S. SHIVERS, CPA**, 201 South Florida Avenue, Lakeland, Florida 33801, as its agent to accept service of process within this state.


JEFFREY S. SHIVERS, CPA, President

ACKNOWLEDGMENT:

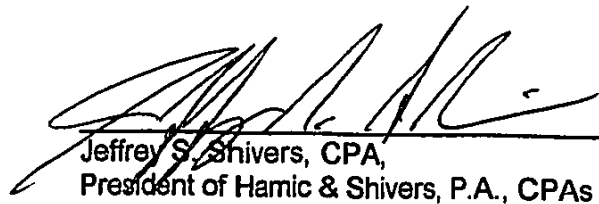
Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.0505.


JEFFREY S. SHIVERS, CPA
Registered Agent

J:\HAMICHAM&SHIV.PA\ART-INC.PA


CERTIFICATE OF ADOPTING AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF HAMIC & SHIVERS, PROFESSIONAL ASSOCIATION,
CERTIFIED PUBLIC ACCOUNTANTS

1. The Restated Articles of Incorporation were adopted by the Board of Directors on May 21, 1997.
2. All of the Shareholders of the corporation approved the Restated Articles of Incorporation.


Jeffrey S. Shivers, CPA,
President of Hamic & Shivers, P.A., CPAs

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared JEFFREY SHIVERS, to me personally known or known to me by evidence of identification of _____ to be the person(s) described in and who executed the foregoing instrument and who did not take an oath.


Notary Public
My Commission Expires: _____
My Commission Number: _____

(Name of Notary typed, printed or stamped)

