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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 471668 4375651

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 23, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 471668-005

CUSTOMER NO: 4375651

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-07/23/97--01049--022

****122.50 ****122.50

CUSTOMER: Kenneth L. Mann, Esq
TRICKEL, LEIGH & MANN, P.A.

39 West Pine Street

Orlando, FL 32801-2611

DOMESTIC FILING

NAME: KENNETH L. MANN, P.A.

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: Kim Clemons

EXAMINER'S INITIALS:

ALL INFORMATION
FLORIDA

97 JUL 23 AM 10:46

DIVISION OF CORPORATION

97 JUL 23 AM 10:44

RECEIVED

SN JUL 23 1997

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TRICKEL, LEIGH
& MANN, P.A.
ATTORNEYS AT LAW

WILLIAM TRICKEL, JR. (1937-1996)
RICHARD A. LEIGH *
KENNETH L. MANN *

July 22, 1997

39 WEST PINE STREET
ORLANDO, FLORIDA 32801-2695
FAX (407) 648-2169
(407) 422-5154

STEPHEN H. PRICE

* CERTIFIED CIRCUIT CIVIL MEDIATOR
Secretary of State
Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

RE: KENNETH L. MANN, P.A.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation together with Acceptance by Registered Agent for the above-referenced proposed corporation, and our check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Certificate	<u>35.00</u>
Total	<u>\$122.50</u>

If the above is in order, please file and furnish us with a certified copy as soon as possible. If you have any questions, please call us collect immediately. Thank you for your attention to this matter.

Sincerely,



Kenneth L. Mann

KLM:jk

Encs

EFFECTIVE DATE
7/22/97

ARTICLES OF INCORPORATION

OF

KENNETH L. MANN, P.A.

FILED

97 JUL 23 AM 10:47

TALLAHASSEE, FLORIDA

The undersigned, a natural person who is admitted to practice law under the laws of the State of Florida, does hereby form a professional services corporation, under and pursuant to Chapter 621, *Florida Statutes, The Professional Service Corporation Act*, for the purposes hereinafter stated, and does hereby declare as follows:

ARTICLE I - NAME

The name of this professional service corporation, which is hereinafter referred to as "the corporation", is **Kenneth L. Mann, P.A.**.

ARTICLE II - DURATION

The corporation shall have perpetual existence and shall commence its existence as of the date of execution hereof.

ARTICLE III - PURPOSE

The nature of business for which the corporation is formed is to render professional legal services to the general public, and to do all things in connection therewith that are customarily done by licensed attorneys under the laws of the State of Florida, and to invest its funds in real estate, mortgages, real or personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be 1,000 shares of \$1.00 par value common stock. The Board of Directors may fix the consideration for which shares shall be issued, but not less than par value, and upon payment of the consideration so fixed, whether such payment be in money, property or services, such shares shall be fully paid and non-assessable.

ARTICLE V - NUMBER OF DIRECTORS

The number of directors of the corporation shall initially be one; but such number may be revised from time to time in accordance with the bylaws of the corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and post office address of each person who is to serve on the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until his successors are elected or appointed and have qualified, are: Kenneth L. Mann, 105 E. Robinson Street, Suite 540, Orlando, FL 32801.

ARTICLE VII - PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The initial post office address and its principal office for the conduct of business is 105 East Robinson Street, Suite 540, Orlando, FL 32801, P. O. Box 551, Orlando, FL 32802-0551. The Board of Directors may from time to time move the principal office to any address in Florida. The name and address of the initial registered agent designated by the corporation is: Kenneth L. Mann, 105 East Robinson Street, Suite 540, Orlando, FL 32801.

ARTICLE VIII - INCORPORATOR

The name and post office address of the subscriber of these Articles of Incorporation is as follows: Kenneth L. Mann, 105 East Robinson Street, Suite 540, Orlando, FL 32801.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal bylaws for the corporation shall be vested in the Board of Directors, subject to the power of the shareholders to repeal or amend any bylaws adopted by the Board of Directors. The shareholders also reserve the concurrent power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be amended or repealed by the Board of Directors.

ARTICLE X - OFFICERS

The bylaws of the corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officers of the corporation shall be:

President/Secretary/Treasurer: Kenneth L. Mann
105 East Robinson Street, Suite 540
Orlando, FL 32801

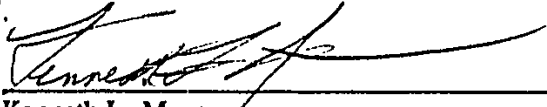
ARTICLE XI -- STOCKHOLDER RESTRICTION

No one other than an individual who is duly licensed as an attorney in the State of Florida may own stock of the corporation. No shareholder of the corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any stockholder who becomes legally disqualified to render services as an attorney in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuing to render such professional services, shall sever all employment with and financial interest in the corporation. No shareholder of the corporation may sell or transfer his stock in the corporation, except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions 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, I have made, subscribed and acknowledged these Articles of Incorporation this 22 day of July, 1997.


Kenneth L. Mann

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Kenneth L. Mann, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid, this 22 day of July, 1997.



(Affix Seal)

A handwritten signature of Jill M. Kerce in cursive script.

Notary Public

Printed: Jill M. Kerce

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

In pursuance of Chapter § 48.091, *Fla. Stat.*, the following is submitted in compliance with said Act:

First -- that Kenneth L. Mann, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named Kenneth L. Mann, located at 105 East Robinson Street, Suite 540, Orlando, County of Orange, State of Florida, 32801, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said offices.

A handwritten signature of Kenneth L. Mann in cursive script.
Kenneth L. Mann, Registered Agent