

PROFESSIONAL CORPORATION
ARTICLES OF INCORPORATION

TABLE OF CONTENTS

ARTICLE 1 - OFFICERS	<u>Page</u>
1.01 Registered Office and Agent	1
1.02 Other Offices	1
ARTICLE 2 - SHAREHOLDERS	
2.01 Place of Meetings	1
2.02 Annual Meetings	1
2.03 Special Meetings	1
2.04 Voting List	1
2.05 Notice	1
2.06 Fixing Record Date	2
2.07 Shareholder Quorum and Voting	2
2.08 Voting of Shares	3
2.09 Proxies	3
2.10 Action by Shareholders without a Meeting	4
2.11 Special Restrictions Applicable to Shareholders	4
2.12 Certain Shareholder Decisions	4
ARTICLE 3 - DIRECTORS	
3.01 Management	5
3.02 Number, Qualification, Election and Term	5
3.03 Vacancies	6
3.04 Place of Meetings	6

3.05	Removal of Directors	6
3.06	Quorum and Voting	6
3.07	Time, Notice and Calling of Meetings	6
3.08	Action by Directors without a Meeting	6
3.09	Telephone Meetings	7
ARTICLE 4 - SPECIAL COMMITTEES		
4.01	Special Committees	7
4.02	Responsibility	7
ARTICLE 5 - OFFICERS		
5.01	Officers	7
5.02	Election, Term of Office and Qualification	7
5.03	Resignations	7
5.04	Removal	8
5.05	Vacancies	8
5.06	Duties and Powers	8
ARTICLE 6 - ISSUANCE OF STOCK		
6.01	Issuance	8
6.02	Payment for Shares	8
6.03	Subscriptions	8
ARTICLE 7 - GENERAL PROVISIONS		
7.01	Dividends and Reserves	9
7.02	Books and Records	9
7.03	Financial Information	9

7.04 Fiscal Year	10
7.05 Amendment of Bylaws	10
7.06 Construction	10

ARTICLE 8 - INDEMNIFICATION

BYLAWS

OF

ARTICLE 1 - OFFICES

1.01 REGISTERED OFFICE AND AGENT. The registered office of the corporation shall be at _____ or such other location as may be determined by the Board of Directors.

1.02 OTHER OFFICES. The corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE 2 - SHAREHOLDERS

2.01 PLACE OF MEETINGS. Meetings of shareholders shall be held at the time and place, within or without the State of Georgia, stated in a notice of meeting or in a waiver of notice.

2.02 ANNUAL MEETINGS. An annual meeting of the shareholders shall be held each year on a day during the month of _____ to be selected by the Board of Directors and transact such other business as may properly be brought before the meeting.

2.03 SPECIAL MEETINGS. Special meetings of the shareholders shall be held when called by the Board of Directors, or when called by a notice in writing to the shareholders by the holders of not less than one-third of all the shares entitled to vote at such meetings.

2.04 VOTING LIST. The Secretary shall prepare a complete list of the shareholders entitled to vote at each meeting, and such list shall be arranged in alphabetical order and shall reflect the address and the number of shares held by each shareholder. Any shareholder shall be entitled to inspect the list at any time during normal business hours.

2.05 NOTICE. With regard to special meetings called by the shareholders under Section 2.03, written notice setting forth the time and place of the meeting and stating the purposes for which the meeting is called shall be mailed or delivered not less than five nor more than thirty days before the meeting to each shareholder of record entitled to vote at the meeting. Except as provided in

Sections 2.11 and 2.12, no notice shall be required for special meetings of shareholders called by the Board of Directors.

Notice of a meeting of shareholders need not be given to any shareholder who signs a waiver of notice either before or after the meeting. The attendance of a shareholder at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a shareholder states, at the beginning of the meeting, an objection to the transaction of business because the meeting is not properly called or convened.

2.06 FIXING RECORD DATE. The Board of Directors may fix in advance a date as the record date for any determination of shareholders, said date to be not more than sixty days and, in the case of a meeting of shareholders, not less than five days prior to the date on which the particular action requiring such determination is to be taken.

If no record date is fixed for the determination of shareholders entitled to notice or to vote at a meeting of shareholders, or for the determination of shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or delivered or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for said determination.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided herein, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting.

2.07 SHAREHOLDER QUORUM AND VOTING. A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specific item of business is required to be voted on, a majority of the shares entitled to vote on that item shall constitute a quorum for the transaction of such business by the shareholders.

After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or an adjournment thereof.

If a quorum is present, the affirmative vote of a majority of the shares entitled to vote on the subject matter thereof shall constitute the act of the shareholders, except as provided in Section 2.12 below.

2.08 VOTING OF SHARES. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder may vote either in person or by proxy executed in writing by the shareholder.

Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

At each election of Directors every shareholder of record shall have the right to vote, in person or by proxy, the number of shares owned by him or her for each Director's position for whose election the shareholder has a right to vote. There will be no cumulative voting for the election of Directors.

Notwithstanding anything contained herein to the contrary, a shareholder shall not be entitled to vote (either at a meeting of the shareholders or with regard to action taken without a meeting), and shall not be considered in determining the existence of a quorum for a meeting, in any of the following instances:

(a) When the shareholder has given notice of termination of employment with the corporation and the issue for determination is the liquidation or dissolution of the corporation;

(b) When the shareholder is the subject of a determination to be made by the other shareholders involving that shareholder's permanent disability, termination of employment by the corporation (with or without cause), retirement or request for a leave of absence.

2.09 PROXIES. Every shareholder entitled to vote at a meeting of shareholders, or to express consent or dissent without a meeting, may authorize another shareholder to act as proxy.

Every proxy must be dated and signed by the shareholder, and no proxy shall be valid after the expiration of eleven months from the date thereof. Every proxy shall be revocable at the pleasure of the shareholder executing it.

If a proxy for the same shares confers authority upon two or more shareholders and does not otherwise provide, a majority of them present at a

meeting, or if only one is present then that one, may exercise all the powers conferred by the proxy, but if the proxy holders present at the meeting are equally divided as to the right and manner of voting in any particular case, the voting of such shares shall be prorated.

2.10 ACTION BY SHAREHOLDERS WITHOUT A MEETING. Except with regard to action taken and decisions made as enumerated in Sections 2.11, 2.12 and 7.05 hereof -- which in all cases shall require a meeting of the shareholders -- any action required or permitted by law, these Bylaws, or the Articles of Incorporation to be taken at an annual or special meeting of shareholders of the corporation, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

2.11 SPECIAL RESTRICTIONS APPLICABLE TO SHAREHOLDERS. Shares of this corporation's capital stock shall be issued only upon a majority vote of the shares of stock entitled to vote at any annual meeting of the shareholders of the corporation, or at any special meeting of the shareholders called for this purpose upon at least five days' written notice of the meeting; provided, however, that no stock shall be issued upon the objection of a significant minority of the shareholders, the determination of what constitutes a "significant minority" to be decided by a majority vote of the shareholders at the time of the meeting. All stock of the corporation shall be issued only to individuals who are duly licensed to render services as Attorneys at Law under the laws of the State of Georgia, and all new shareholders shall execute an agreement with the corporation setting forth the terms of ownership and disposition of such stock. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder, and then only in accordance with the terms of any agreement between the shareholders and the corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares, except as provided herein.

2.12 CERTAIN SHAREHOLDER DECISIONS. Notwithstanding anything to the contrary contained in these Bylaws or any other corporate documents, the following actions taken on behalf of the Corporation shall require the affirmative vote of two-thirds of the shares of stock entitled to vote at an annual or special meeting of the shareholders, after at least 10 days' written notice of said meeting (whether called by the shareholders or the Board of Directors):

- (a) A change in the name of the corporation;
- (b) The liquidation or dissolution of the corporation;
- (c) A merger or consolidation involving the corporation or the sale, exchange, or lease of all or substantially all of the corporation's assets;
- (d) The expenditure or commitment of corporate funds in excess of \$_____ in any fiscal year on capital assets or capitalized leasehold obligations, or the execution of leases of real property or the entering into of any contract, commitment or obligation outside the corporation's ordinary course of business;
- (e) The determination of permanent disability of a shareholder;
- (f) The termination without cause of employment of a shareholder by the corporation;
- (g) The retirement of a shareholder prior to age 60;
- (h) The granting of a leave of absence from the corporation for a period exceeding two years; and
- (i) The removal of a member of the Board of Directors.

ARTICLE 3 - DIRECTORS

3.01 MANAGEMENT. The business of the corporation shall be managed by the Board of Directors, who may take such lawful action and exercise all corporate powers as are not, wither by statute, by the Articles of Incorporation or elsewhere in these Bylaws, required to be taken by the shareholders.

3.02 NUMBER, QUALIFICATION, ELECTION AND TERM. At each annual meeting the shareholders shall elect the Directors to hold office until the next succeeding annual meeting. Each Director shall hold office for the term for which elected and until a successor is elected and qualified or until his or her earlier resignation, removal from office, or death. The Board of Directors shall consist of not less than ____ nor more than ____ Directors, the number to be determined from time to time by resolution of the shareholders at any meeting thereof. No decrease in the number of Directors shall have the effect of shortening the term of an incumbent Director.

Nominations for election of the Board of Directors may be made by any shareholder entitled to vote for the election of Directors.

No person shall be a Director unless that individual is an Attorney at Law duly licensed to practice law in the State of Georgia and is an active member of the corporation (not retired, in the process of retiring, or permanently disabled).

3.03 VACANCIES. Any vacancy occurring on the Board of Directors, including a vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall hold office only until the next shareholders' meeting called for the purpose of filling such vacancy.

3.04 PLACE OF MEETINGS. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Georgia.

3.05 REMOVAL OF DIRECTORS. At a meeting of shareholders called expressly for that purpose, any Director may be removed, with or without cause, by a vote of the holders of two-thirds of the shares of stock then entitled to vote, as provided in Section 2.12 (i) hereof.

3.06 QUORUM AND VOTING. A majority of the number of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

3.07 TIME, NOTICE AND CALLING OF MEETINGS. Regular meetings of the Board of Directors shall be held without notice at such times as may be fixed by the Board. Special meetings of the Board may be called by the President or any two Directors upon notice to each Director at least two days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, an objection to the transaction of business because the meeting is not properly called or convened.

3.08 ACTION BY DIRECTORS WITHOUT A MEETING. Any action required or permitted to be taken at a meeting of the Directors of the corporation

may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken and signed by all the Directors, is filed with the minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote at a meeting.

3.09 TELEPHONE MEETINGS. The Directors may participate in, and hold meetings by means of, conference telephone or similar communications equipment such that all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a Director participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not properly called or convened.

ARTICLE 4 - SPECIAL COMMITTEES

4.01 SPECIAL COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Board, may appoint any special committees which shall have such powers and authority as provided in said resolution.

4.02 RESPONSIBILITY. The designation of any special committees, and the delegation of authority to them, shall not operate to relieve the Board of Directors or any member thereof, of those responsibilities imposed upon the Board or upon the member by law, the Articles of Incorporation, or these Bylaws.

ARTICLE 5 - OFFICERS

5.01 OFFICERS. The officers of the corporation shall consist of such officers as the Board of Directors may from time to time consider necessary for the proper conduct of the corporation's business.

5.02 ELECTION, TERM OF OFFICE, AND QUALIFICATION. Each officer shall be elected by the Board of Directors at a regular or special meeting of the Board, and shall hold office until a successor is elected and qualified, or until death, resignation or removal. Any officer may, but need not, be a Director of the corporation. No person shall hold an office in the corporation unless that individual is an Attorney at Law duly licensed to practice law in the State of Georgia and an active member of the corporation (not retired, in the process of retiring or permanently disabled).

5.03 RESIGNATIONS. An officer may resign at any time by submitting a written notice of such resignation to the Board of Directors. Unless specified in the notice, such resignation shall take effect upon its acceptance by the Board.

5.04 REMOVAL. An officer may be removed at any time, either for or without cause, by resolution adopted at a meeting of the Board of Directors called for that purpose.

5.05 VACANCIES. A vacancy in any office occurring by reason of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election to such office.

5.06 DUTIES AND POWERS. The officers of the corporation shall assume such responsibilities and exercise such authority as the Board of Directors may from time to time determine.

ARTICLE 6 - ISSUANCE OF STOCK

6.01 ISSUANCE. Shares of stock (both Treasury and authorized but unissued) may be issued for such consideration and to such persons as the Board of Directors may determine, subject to the approval of the shareholders in accordance with Section 2.11 hereof. Shares of stock may not be issued, however, until fully paid.

6.02 PAYMENT FOR SHARES.

(a) Kind. Consideration for the issuance of shares of stock shall consist of money paid or property (tangible or intangible) actually received. It is understood that services shall not constitute payment for such shares.

(b) Valuation. The judgment of the Board of Directors as to the value of consideration hereunder shall be conclusive.

(c) Effect. When the proper consideration has been received by the corporation, the stock shall be deemed to have been duly issued and fully paid and nonassessable.

(d) Allocation of Consideration. The consideration received for stock shall be allocated by the Board of Directors, in the manner prescribed by law, between stated capital and capital surplus.

6.03 SUBSCRIPTIONS. Subscriptions for shares of stock, whether made before or after organization of the corporation, shall be paid in full or in such installments and at such times as shall be determined by the Board of Directors. Any call made by the Board of Directors for payments on subscriptions shall be

uniform as to all shares. In case of default in the payment of any installment or call when payment is due, the corporation may proceed to collect the amount due in the same manner as any debt owed the corporation.

ARTICLE 7 - GENERAL PROVISIONS

7.01 DIVIDENDS AND RESERVES.

(a) Declaration and Payment. Dividends may be declared by the Board of Directors at any regular or special meeting and may be paid in cash, in property, or in shares of the corporation.

(b) Source of Dividends. Dividends in cash or property may be declared and paid only out of the unreserved and unrestricted earned surplus of the corporation or out of the corporation's capital surplus, in accordance with Georgia law, provided, however, that each dividend paid out of capital surplus shall be identified as a distribution of capital surplus, and the amount per share paid from such surplus shall be disclosed to the shareholders receiving the same concurrently with the distribution.

(c) Reserves. The Board of Directors may create such reserve or reserves out of the earned surplus of the corporation as may be necessary, in its discretion, to provide for contingencies, or to equalize dividends, or to repair or maintain any property of the corporation, or for any other purpose deemed beneficial to the corporation. The Directors may modify or abolish any such reserve in the manner in which it was created.

7.02 BOOKS AND RECORDS. The corporation shall maintain at its registered office correct and complete books and records of account and shall keep minutes of the proceedings of, and a record of all formal action taken by, its shareholders and Board of Directors and committees, if any. All such books, records and minutes shall be subject to inspection by any shareholder of the corporation during normal business hours.

7.03 FINANCIAL INFORMATION. Not later than three months after the close of each fiscal year, the corporation shall have a balance sheet prepared showing in reasonable detail its financial condition as of the end of said fiscal year, and a profit and loss statement showing the results of the operation of the corporation during such year.

The balance sheets and profit and loss statements shall be kept on file in the registered office of the corporation for at least five years, and shall be subject to inspection during normal business hours by any shareholder.

7.04 FISCAL YEAR. The first fiscal year of the corporation shall be the period _____ through _____, _____. Succeeding fiscal years shall be the twelve consecutive month period ending _____.

7.05 AMENDMENT OF BYLAWS. These Bylaws may be amended by the shareholders upon a three-fourths vote of the shares of stock entitled to vote at a meeting called for that purpose, after at least 10 days' written notice of the time, place and purpose of the meeting, to which notice shall be attached a copy of the proposed amendment.

7.06 CONSTRUCTION. Whenever in these Bylaws the context so requires, the singular shall include the plural, and conversely. If any portion of these Bylaws shall be found to be invalid or inoperative, then so far as reasonable and possible:

(a) the remainder of the Bylaws shall be considered valid and operative; and

(b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

ARTICLE 8 - INDEMNIFICATION

The Board of Directors may by resolution indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, reasonably incurred in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. This obligation shall not extend, however, with regard to any claim, issue, or matter as to which such person is adjudged liable for negligence of misconduct in the performance of duties to the corporation.