

JAMES R. CUNNINGHAM
ATTORNEY AND COUNSELOR AT LAW

JAMES R. CUNNINGHAM
MEMBER OF THE FLORIDA BAR
MEMBER OF THE NEW YORK BAR

1309 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801

-FAX-
407-895-1754

TELEPHONE
AREA CODE 407
895-1755

March 28, 2001

600003942756--6
-04/02/01-01093-004
*****18.75 *****18.75

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

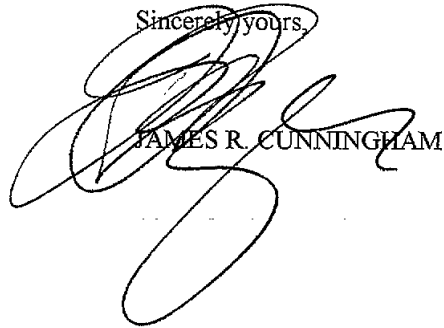
RE: New Corporation/128 West Broadway
Professional Center, Inc.

Dear Sir or Madam:

Please find enclosed an original Articles of Incorporation and a copy of the Articles of Incorporation for mailing back to this office, a check in the amount of \$78.75 for filing this new corporation.

Thank you.

Sincerely yours,


JAMES R. CUNNINGHAM

FILED
01 APR -2 PM 3:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JRC/cek
ENCLOSURES
Divisionofcorporations2.doc

D. BROWN APR - 5 2001 ✓

ARTICLES OF INCORPORATION
OF

FILED
01 APR -2 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

128 WEST BROADWAY PROFESSIONAL CENTER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

128 WEST BROADWAY PROFESSIONAL CENTER, INC.

The address of the principal office of this corporation shall be 2200 Winter Springs Boulevard, Suite 106-275, Oviedo, Florida 32765 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2200 Winter Springs Boulevard, Suite 106-275, Oviedo, Florida 32765 and the name of the initial registered agent of the corporation at that address is Gary L. Gloer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director initially. The name and address of the initial member is:

Gary L. Gloer
2200 Winter Springs Boulevard, Suite 106-275, Oviedo, Florida 32765

ARTICLE VII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or appointed is:

Gary L. Gloer, Pres./Secretary
2200 Winter Springs Boulevard, Suite 106-275, Oviedo, Florida 32765

or until his successor is elected

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

FILED
01 APR -2 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX. INCORPORATOR

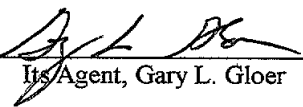
The name and street address of the incorporator to these Articles of Incorporation:

128 West Broadway Professional Center, Inc.
2200 Winter Springs Boulevard, Suite 106-275
Oviedo, Florida 32765

IN WITNESS WHEREOF, the undersigned agent of 128 West Broadway Professional Center, Inc., has hereunto set their hand and seal of 128 West Broadway Professional Center, Inc., on

March 30th, 2001.

128 WEST BROADWAY PROFESSIONAL CENTER, INC.

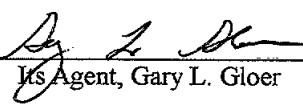
By: 
Its Agent, Gary L. Gloer

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

128 West Broadway Professional Center, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

128 WEST BROADWAY PROFESSIONAL CENTER, INC.

By: 
Its Agent, Gary L. Gloer