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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 536069 10943A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Project*

ORDER DATE : September 19, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 536069-005

100002298261--4

CUSTOMER NO: 10943A

CUSTOMER: Mark S Feluren, Esq  
WALDMAN & FELUREN, P.A.

Suite 1500  
1 Financial Plaza  
Fort Lauderdale, FL 33394

DOMESTIC FILING

NAME: G. BART BILLBROUGH, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED  
97 SEP 19 PM 1:43  
TALLAHASSEE, FLORIDA

FILED  
97 SEP 19 PM 2:10  
OFFICE OF CORPORATION

SN SEP 19 1997

FILED  
97873 19 PM 1:43  
ARTICLES OF INCORPORATION

OF

G. BART BILLBROUGH, P.A.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a professional corporation pursuant to the provisions of the Professional Service Corporation Act and Florida Business Corporation Act (the "Acts").

FIRST: The name of the Corporation (hereinafter called the "Corporation") is G. Bart Billbrough, P.A.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The principal office and mailing address of the Corporation shall be c/o Mark S. Feluren, Waldman & Feluren, P.A., One Financial Plaza, Suite 1500, Fort Lauderdale, Florida 33394.

FOURTH: The purpose for which the Corporation is initially organized, which shall continue to be the purpose of the Corporation until and unless the same shall be amended pursuant to the provisions of the Acts, are to render professional services and engage in any activities which facilitate or promote the practice of law.

The professional services authorized hereby may only be rendered by the Corporation by its officers, employees and agents who are duly licensed or otherwise legally authorized to practice law.

The Corporation shall not engage in business other than the practice of law; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and own real or personal property necessary for the rendering of the professional services authorized hereby.

No stockholder of the Corporation may sell or transfer the common shares except to another individual who is eligible to be a stockholder of the Corporation.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is 5000, all of which are of a par value of \$0.01 each, are of the same class and are to be common shares.

The Corporation shall not issue any of its common shares to anyone other than an individual who is duly licensed or otherwise legally authorized to practice law.

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The number of directors constituting the Board of Directors of the Corporation is one.

The name and address of the person who is to serve as a member of the Board of Directors of the Corporation is as follows:

G. Bart Billbrough  
c/o Mark S. Feluren  
Waldman & Feluren, P.A.  
One Financial Plaza  
Suite 1500  
Fort Lauderdale, Florida 33394

EIGHTH: The address of the initial registered agent of the Corporation in the State of Florida is 100 S.E. Third Avenue, Suite 1500, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Mark S. Feluren.

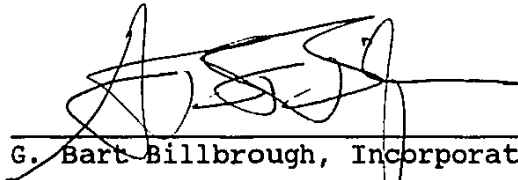
NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
G. Bart Billbrough	c/o Mark S. Feluren Waldman & Feluren, P.A. One Financial Plaza Suite 1500 Fort Lauderdale, Florida 33394

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Acts, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ELEVENTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on September 18, 1997:

  
G. Bart Billbrough, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
Mark S. Feluren