

P00000000143S

JEFFREY J. SUTER
8269 Bob O Link Dr.
West Palm Beach, FL 33412
(561)691-3802

December 28, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800003083648--2
-12/29/99--01095--001
*****78.75 *****78.75

Re: Articles of Incorporation of Jeffrey J. Suter, P.A.

To Whom It May Concern:

Enclosed for filing are articles of incorporation for the referenced corporation. Upon filing of the articles, please forward a certified copy of the articles of incorporation to me at the above address.

Also enclosed is a check payable to the Secretary of State in the amount of \$78.75 in remittance of your fees for filing the articles of incorporation and the designation of registered agent and for a certified copy of the articles of incorporation.

Thank you for your attention to this matter. If you have questions or comments, please contact the undersigned.

Sincerely,

Jeffrey J. Suter

Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 29 AM 8:05

FILED

ax 1/6

ARTICLES OF INCORPORATION

OF

JEFFREY J. SUTER, P.A.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: Jeffrey J. Suter, P.A., 3260 S.E. Dixie Highway, Stuart, Florida, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

The Corporation is organized for the purposes of engaging in the practice of law in the State of Florida and all its fields of specialization as engaged in by lawyers under Chapter 621, of the Florida Statutes. The Corporation shall engage and render the professional services involved only through its officers, agents and employees who shall be in good standing, licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

Without in any manner limiting any of the objectives and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. Shares of the Corporation's capital stock shall only be issued to lawyers in good standing and duly licensed or otherwise legally authorized to render the same professional services as the Corporation.

ARTICLE IV

This Corporation shall commence its existence upon filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 3260 S.E. Dixie Highway, Stuart, FL 34997. The initial registered agent at that address is Jeffrey J. Suter.

ARTICLE VI

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor(s) is duly elected and qualified, is:

Jeffrey J. Suter

3260 S.E. Dixie Highway
Stuart, FL 34997

ARTICLE VII

The name and address of the Incorporator is: Jeffrey J. Suter, 3260 S.E. Dixie Highway, Stuart, FL 34997.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

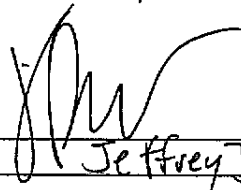
ARTICLE XI

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

ARTICLE XII

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services in the State of Florida for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever employment with, and all financial interests in, the Corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 20th day of December, 1997



Jeffrey J. Suter, Incorporator

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

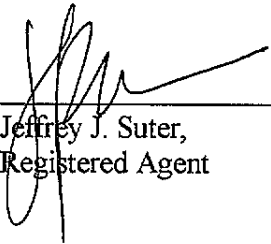
In compliance with the laws of the State of Florida, the following is submitted:

First - That JEFFREY J. SUTER, P.A., desiring to organize under the laws of the State of Florida, has designated 3260 S.E. Dixie Highway, Stuart, FL 34997 as the place of business for the service of process within this state.

Second -- That the above corporation has named Jeffrey J. Suter as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 29th day of December, 1999



Jeffrey J. Suter,
Registered Agent

FILED
99 DEC 29 AM 8:05
STATE
TALLAHASSEE, FLORIDA