

LAW OFFICES OF ALLEN & ECHEMENDIA
2910 WINTER LAKE RD.
LAKELAND, FLORIDA 33803
(863) 669-1505

P000000028604

March 10, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400003170554--0
-03/15/00--01026--002
*****78.75 *****78.75

Re: Law Offices of Allen & Echemendia, P.A.
Articles of Incorporation

To Whom It May Concern:

Please find enclosed the original and one executed copy of proposed Articles of Incorporation for Law Offices of Allen & Echemendia, P.A. together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

A money order in the amount of \$78.75 made payable to the Florida Department of State, is enclosed to cover the costs of the filing fees.

Please let me know if anything is further required.

Respectfully,



RAFAEL J. ECHEMENDIA

WLA
enclosures

FILED
00 MAR 15 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.C.
3-22-00

**ARTICLE OF INCORPORATION
OF
LAW OFFICES OF ALLEN & ECHEMENDIA, P.A.**

FILED
00 MAR 15 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons who are licensed or otherwise legally authorized to practice the profession of law in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is Law Offices of Allen & Echemendia, P.A.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

- A. To engage in the practice of law as a professional law corporation and to carry on services incident thereto. The practice of law is the sole and exclusive professional service to be rendered by this corporation.
- B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- C. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been admitted to the bar of, and is duly authorized to practice law in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$500.00.

ARTICLE VI. PRINCIPLE OFFICE

The initial street address of the corporation's principle office is 2910 Winter Lake Road, City of Lakeland, County of Florida, 33803, and the mailing address of the corporation's principle office is 2910 Winter Lake Road, Lakeland, Florida, 33803. The name of the initial registered agent of the corporation, located at such office, is Rafael J. Echemendia.

ARTICLE VII. CORPORTATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the law of the State of Florida.

ARTICLE VIII. SUBSRCIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

NAME	ADDRESS
William L. Allen	2910 Winter Lake Road Lakeland, Florida 33803
Rafael J. Echemendia	2910 Winter Lake Road Lakeland, Florida 33803

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two, and the names and addresses of the initial directors are:

NAME	ADDRESS
William L. Allen	2910 Winter Lake Road Lakeland, Florida 33803
Rafael J. Echemendia	2910 Winter Lake Road Lakeland, Florida 33803

The initial board of directors shall hold office until successors are elected and qualify as provided by the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of each successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by shareholders.

ARTICLE X. BYLAWS

The initial board of directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more then thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be managed and regulated in accordance with such bylaws.

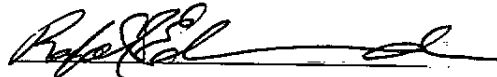
ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least one-half of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of the shares held by him.

IN WITNESS WHEREOF, We, the undersigned incorporators of this corporation, have executed these articles of incorporation at Lakeland, Polk County, Florida, on the 10th day of March, 2000.



WILLIAM L. ALLEN

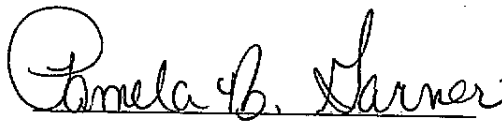


RAFAEL J. ECHEMENDIA

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared WILLIAM L. ALLEN and RAFAEL J.ECHEMENDIA, who are well known to me to be the persons described in and who subscribed the articles of incorporation, and did freely and voluntarily acknowledge before me according to the law that he has made and subscribed the same for the uses and purposes therein mentioned and set forth.

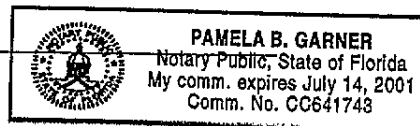
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 10th day of March, A.D., 2000.



Notary Public

State of Florida


Typed Name: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

First—That LAW OFFICES OF ALLEN & ECHEMENDIA, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Lakeland, County of Polk, State of Florida, has named RAFAEL J. ECHEMENDIA, located at 2910 Winter Lake Road, City of Lakeland, State of Florida, 33803, as its agent to accept service of process within Florida.


Corporate Officer
Title: President
Date: 3/10/2000

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 provisions of all Statutes relative to the proper and complete performance of my duties.


Registered Agent
Date: 3/10/2000

FILED
00 MAR 15 AM 9:16
STATE OF FLORIDA
TALLAHASSEE, FLORIDA