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WADE McK. HAMPTON
ATTORNEY AT LAW
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JACKSONVILLE, FLORIDA 32202

WADE McK. HAMPTON*

* ALSO ADMITTED IN
STATE OF GEORGIA

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March 20, 2000

EFFECTIVE DATE
3-20-00

FILED
00 MAR 21 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Express U.S. Mail
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Corporate Filing

Dear Madam or Sir:

Enclosed for purposes of filing to create one (1) new professional corporation, please find one (1) original and one (1) copy of the Articles of Incorporation of Wade McK. Hampton, P.A.

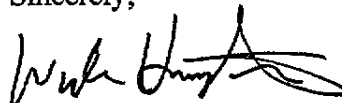
Please file the Articles as appropriate.

Enclosed also is my personal check in the amount of \$78.75 to pay the appropriate filing fees and one (1) certified copy fee for the new professional corporation.

Please return one (1) certified copy of the Articles of Incorporation to the undersigned, once filed.

If you have any questions, please do not hesitate to contact me. Thank you in advance for your time and consideration in this matter.

Sincerely,



Wycke Hampton

WH/wh
Enclosures

F. CHESN

MAR 27 2000

ARTICLES OF INCORPORATION
OF
WADE McK. HAMPTON, P.A..

EFFECTIVE DATE
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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of the corporation is WADE McK. HAMPTON, P.A..

Article II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed with the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of the practice of law by an attorney or attorneys licensed to practice in the State of Florida, and the lease or purchase of such real or personal property as is ancillary to the rendering of such professional legal services; and to transact any or all lawful business permitted under the Laws of the United States and of the State of Florida.

Article IV

Capital Stock

Section 4.1. Authorized Capital. This corporation may issue Common Voting Stock and Common Non-Voting Stock. The total number of shares of stock, whether Voting or Non-Voting, which this corporation is authorized to have outstanding at any one time is 10,000 shares with each share having a par value of \$1.00 per share. The holder of any share of Common Non-Voting Stock shall not be entitled to vote on any issue which is properly submitted to a vote at a meeting of shareholders. Except with regard to voting rights, the Common Voting Stock and the Common Non-Voting Stock of the corporation shall in all respects possess identical rights and privileges with regard to distribution and liquidation proceeds and all other rights and privileges.

Section 4.2. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V

Principal Office and Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the principal office of this corporation and the initial registered office of this corporation is 4411 Milam Road, Jacksonville, Florida 32210 and the name of the initial registered agent of this corporation at that address is Wade McK. Hampton.

Article VI

Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and the street address of the initial member of the board of directors of the corporation is:

NAME

STREET ADDRESS

Wade McK. Hampton

4411 Milam Road
Jacksonville, Florida 32210

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Wade McK. Hampton, 4411 Milam Road, Jacksonville, Florida 32210.

Article IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Article X

Admission of Shareholders

Section 8.1. Limitation. No person shall become a shareholder of this professional corporation, unless such person is a professional corporation, a professional limited liability company, or an individual, each of which must be duly licenced to practice law in the State of Florida.

Section 8.3. Additional Shareholders. The shareholders shall have the right to sell shares of stock in the professional corporation to such persons or entities and upon such terms and conditions as are set forth in the Bylaws, provided that any additional shareholders so purchasing shares of stock of the corporation shall be a professional corporation, a professional limited liability company, or an individual, each of which must be duly licenced to practice law in the State of Florida .

IN WITNESS WHEREOF, the incorporator has executed these Articles this 20th day of March, 2000.

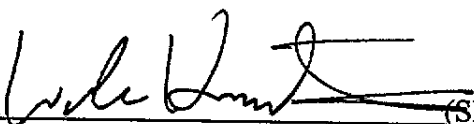

(SEAL)
Wade McK. Hampton

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. SECTION 48.091, 607.034, the following is submitted.

WADE McK. HAMPTON, P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates is: Wade McK. Hampton as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4411 Milam Road, Jacksonville, Florida 32210.

Dated: March 20, 2000


(SEAL)
Wade McK. Hampton, President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 20, 2000


(SEAL)
Wade McK. Hampton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED