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LAW OFFICES OF
JAMES M. HAMMOND

BELCHER POINT PROFESSIONAL CENTER
1831 N. BELCHER ROAD, SUITE A-1
CLEARWATER, FL 33765

JAMES M. HAMMOND
ANTHONY J. STEELE

(727) 791-0044
FAX (727) 791-1130

April 19, 2000

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-04/24/00--01111--001
*****78.75 *****78.75

Re: Incorporation of Lazzari & Company, P.A.

Dear Sir/Madam:

I enclose herein an original and copy of Articles of Incorporation and Certificate Designating Registered Agent/Registered Office for the above-named corporation. In addition, a check in the amount of \$78.75 representing the following fees as enclosed:


| | |
|----------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy Fee | \$ 8.75 |
| Registered Agent Fee | <u>\$ 35.00</u> |

Total: \$ 78.75

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,


Anthony J. Steele

AJS/daw
encl.

FILED
00 APR 24 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 25 2000

ARTICLES OF INCORPORATION

OF

LAZZARI & COMPANY, P.A.

FILED
00 APR 24 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED natural person, competent and licensed to practice certified public accounting in the State of Florida, acting hereby as Incorporator for the purpose of forming a professional service corporation for profit under the provisions of Chapters 607 and 621 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: LAZZARI & COMPANY, P.A.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

- a. To engage in every aspect in the practice of certified public accounting in all of its fields and specializations, as are engaged in by certified public accountants in the State of Florida;
- b. To engage and render certified public accounting services through its offices, agents and employees who shall be in good standing and to be licensed or otherwise legally authorized within the State of Florida to render the same;
- c. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida; and
- d. To transact any and all other lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and the judgment of such value shall be conclusive.

Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office and the mailing address of this Corporation is P.O. Box 1865, Palm Harbor, Florida 34682.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765, and the name of the initial registered agent of this Corporation at such address is James M. Hammond, Esq.

ARTICLE VII

INCORPORATOR

The name and address of the Corporation's incorporator is:

PETER R. LAZZARI

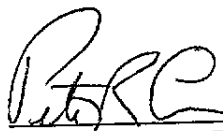
360 Fernshire Court
Palm Harbor, FL 34683

ARTICLE VIII

INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 19 day of April, 2000.

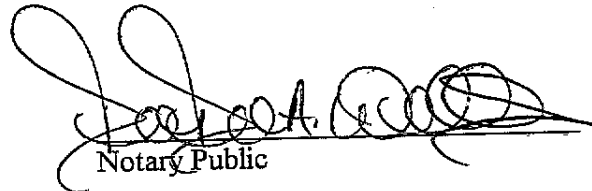
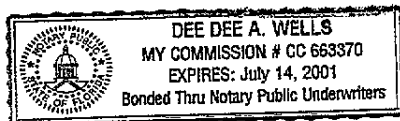


PETER R. LAZZARI, Sole Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th April, 2000 by PETER R. LAZZARI, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Notary Public

Designation and Acceptance of Registered Agent

FILED
00 APR 24 PM 5:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute §607.0501 and §621.13, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is LAZZARI & COMPANY, P.A.
2. The name of the registered agent is James M. Hammond, Esq.
3. The address of the registered agent/registered office is 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 19, 2000.


JAMES M. HAMMOND, ESQ.