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John G. Mac'Kie
62 Fifth Street South
Naples, Florida 34102
(941) 261-8517

FILED

00 MAY 30 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 25, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

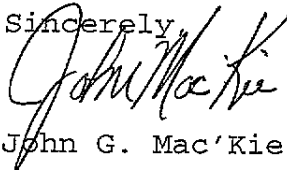
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SUBJECT: John G. Mac'Kie, P.A.

Enclosed is an original and one (1) copy of the articles of incorporation, a Cashier's Check for Seventy-Eight Dollars and seventy-five cents (\$78.75), and a stamped self-addressed envelope for return of a certified copy of the documents to:

John G. Mac'Kie
62 Fifth Street South
Naples, Florida 34102
(941) 261-8517

Sincerely,



John G. Mac'Kie

D. BROWN JUN - 8 2000

ARTICLES OF INCORPORATION
OF
JOHN G. MAC^KIE, P.A.

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00 MAY 30 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be John G. Mac^Kie, P.A..

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act. The corporation shall be formed for the purpose of the practice of law.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is One Hundred (100) shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and addresses is as follows:

John G. Mac'Kie
62 Fifth Street South
Naples, Florida 34102

ARTICLE X

The initial registered agent of the corporation is John G. Mac'Kie. The street address of the corporation's initial registered office is 720 Fifth Avenue South, Suite 201, Naples, Florida 34102.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

720 Fifth Avenue South, Suite 201
Naples, Florida 34102

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is John G. Mac'Kie, 62 Fifth Street South, Naples, Florida 34102.

The undersigned incorporator has executed these Articles of Incorporation this 25th day of May, 2000.

John G. Mac'Kie
John G. Mac'Kie, Incorporator / Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

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00 MAY 30 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA