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Please Reply To:
Post Office Box 2337
Dade City, Florida 33526-2337

May 25, 2000

Leonard H. Johnson*

Jerome G. Schrader**

Jonathan L. Auvil

P. Hutchison Brock, II

Ronda S. Tranter

*Also Admitted in New York and Colorado

*Certified Circuit Court Mediator

**Master of Laws in Taxation; CPA

**Board Certified in Wills, Trusts & Estates

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-05/30/00--01132--013
*****78.75 *****78.75

Re: Jerry Schrader, P.A.

Gentlemen:

Enclosed for filing are two copies of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 for your filing fee.

I would appreciate your filing these Articles as soon as possible. Please return a copy of the filed Articles, along with the Certificate of Incorporation, to me at the above address.

Your assistance and cooperation in this regard is very much appreciated.

Yours very truly,

Jerome G. Schrader
JH

JEROME G. SCHRADER

JGS:cfn
Enclosures

FILED
00 MAY 30 AM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEN

JUN 8 2000

JERRY SCHRADER, P.A.
ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION

00 MAY 30 AM 3:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be JERRY SCHRADER, P.A.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (a) To engage in every aspect in the practice of law, and all its fields of specializations, as are engaged in by attorneys.
- (b) To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(d) To purchase or otherwise acquire, hold, own, and deal in real and personal property and any interest therein, necessary to carry out the intent and purpose of subparagraph (a) above, including, but not limited to, the office building in which the office of JERRY SCHRADER, P.A., will operate, and all equipment, books, and supplies necessary for the operation of a law office, to acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation, and to invest, trade, and deal in any real or personal property deemed beneficiary to the Corporation, and to encumber or dispose of any real or personal property at any time owned or held by the Corporation.

(e) To engage in no other business other than the rendition of the professional services specified herein.

(f) 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.

ARTICLE III **CAPITAL STOCK**

(a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at a ten (\$.10) cents per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the Corporation's stock and certificates shall be issued only to members of the Florida Bar in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV DURATION

The Corporation shall have perpetual existence.

ARTICLE V REGISTERED AGENT

The address of this Corporation's initial registered office is 37837 Meridian Avenue, Suite 314, Dade City, Florida 33525, and the name of its initial Registered Agent at said address is JERRY SCHRADER.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator are as follows:

JERRY SCHRADER
37837 Meridian Avenue, Suite 314
Dade City, Florida 33525

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of one (1) person.

The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one (1). The name and address of the initial director of this Corporation are:

JERRY SCHRADER
37837 Meridian Avenue, Suite 314
Dade City, Florida 33525

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services 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 all employment with 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. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE X INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto
subscribed his name, this 26th day of May, 2000.

JERRY SCHRADER, P.A.

By: 
JERRY SCHRADER, Incorporator

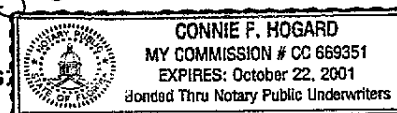
STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, the undersigned officer, this day personally appeared JERRY
SCHRADER, as Incorporator of JERRY SCHRADER, P.A., to me well known and well
known to me to be the person described in and who subscribed his name to the
foregoing Articles of Incorporation, who is personally known, and who acknowledged
before me that he executed said Articles of Incorporation for the uses and purposes
therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this
26th day of May, 2000.


Connie F. Hogard
Connie F. Hogard
Notary Public
Commission No.:
Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

JERRY SCHRADER, P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 37837 MERIDIAN AVENUE, SUITE 314, DADE CITY, STATE OF
FLORIDA 33525, HAS NAMED JERRY SCHRADER, LOCATED AT 37837 MERIDIAN
AVENUE, SUITE 314, DADE CITY, FLORIDA 33525, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

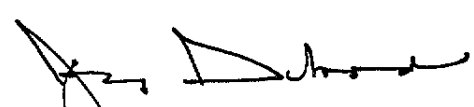
SIGNATURE: JERRY SCHRADER, P.A.

JERRY SCHRADER
TITLE: Incorporator
DATE: May 26, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 30 AM 3:02

FILED

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. FURTHER, I
CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS
PROVIDED FOR IN SECTION 607.0505, RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT: JERRY SCHRADER

JERRY SCHRADER
DATE: May 26, 2000