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FLORIDA PROFIT CORPORATION OR P.A.

WILLIAM E. STACEY, JR., P.A.

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ARTICLES OF INCORPORATION

FOR

WILLIAM E. STACEY, Jr., P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice law in the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes Chapter 621, and other laws of the state of Florida

ARTICLE I - NAME

The name of the corporation shall be WILLIAM E. STACEY, Jr., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

4310 Northeast 16th Terrace
Fort Lauderdale, Florida 33334

The mailing address of this corporation shall be:

William E. Stacey, Jr., P.A.
P.O. Box 460053
Fort Lauderdale, Florida 33346

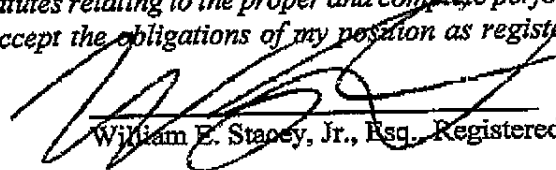
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ARTICLE III - REGISTERED OFFICE & AGENT & ACCEPTANCE OF OFFICE

The name of the Registered Agent is: William E. Stacey, Jr., Esq.

The street address of the Registered Agent is: 4310 Northeast 16th Terrace
Fort Lauderdale, Florida 33334

Having been named as registered agent and to accept service of process for WILLIAM E. STACEY, P.A., the above named professional service corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in that 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 as provided for in the Florida Statutes.


William E. Stacey, Jr., Esq., Registered Agent

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ARTICLE IV - PURPOSE

The corporation is formed to engage in every phase and aspect of the practice of law and to render such services as may be ancillary to the foregoing in accordance with the Rules Regulating the Florida Bar and the Rules of Professional Conduct contained therein. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence beginning on July 1, 2000.

ARTICLE VI - CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 5000 shares. All such shares shall be of a single class, designated as common and having a par value of \$0.01.

ARTICLE VII - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII - INDEMNIFICATION

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 XII - MANAGEMENT

The business of the corporation shall be managed by its board of directors, the number of which may be changed from time to time in the Bylaws. The initial Board of Directors shall consist of one member who's name is William E. Stacey, Jr., Esq., and who's address is 4310 Northeast 16th Terrace, Fort Lauderdale, Florida 33334.

ARTICLE XIII - SUBSCRIBER

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The name of the person signing these articles of incorporation as subscriber is William E. Stacey, Jr., Esq. and his address is 4310 Northeast 16th Terrace, Fort Lauderdale, Florida 33334.

ARTICLE XIV - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice law in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws adopted by the shareholders.

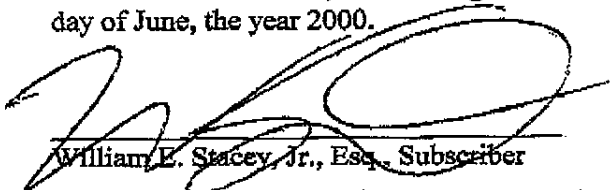
ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE XVI - EFFECTIVE DATE

The effective date of the corporation shall be July 1, 2000.

WHEREFORE, the undersigned subscriber executed these Articles of Incorporation this 26th day of June, the year 2000.


William E. Stacey, Jr., Esq. Subscriber

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