

Herbert Elliott
Attorney at Law

35 WEST LEMON STREET
TARPON SPRINGS, FLORIDA 34689

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P000000081920

August 23, 2000

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

Re: Herbert Elliott, P.A.

Dear Sir:

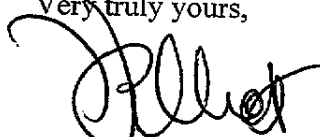
Enclosed please find an original and one copy of Articles of Incorporation for Herbert Elliott, P.A., together with my check in the amount of \$78.75 to cover the filing fee and Certificate of Incorporation.

Kindly file the original Articles and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

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

Very truly yours,


Herbert Elliott

HE/klh
Enclosures

FILED
00 AUG 25 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 8/30

ARTICLES OF INCORPORATION
OF
HERBERT ELLIOTT, P.A.

FILED
00 AUG 25 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

HERBERT ELLIOTT, P.A.

ARTICLE II. PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The principal place of business of this corporation shall be 35 West Lemon Street, Tarpon Springs, Florida 34689. The name of the initial registered agent of the corporation, located at that office, is Herbert Elliott.

ARTICLE III. DURATION

This corporation is to exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE IV. PURPOSE

The purpose of the corporation is to practice the profession of law. The sole and exclusive professional service to be rendered by the corporation is the practice of law.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE VI. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of law is not less than \$1,000.00.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Herbert Elliott, 35 West Lemon Street, Tarpon Springs, FL 34689.

ARTICLE IX. DIRECTORS

The Corporation is to be managed by a board of directors and the Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The name and address of the initial director is:

Herbert Elliott

35 West Lemon Street
Tarpon Springs, FL 34689

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. Thereafter, the term of office of such director shall be yearly and until the election and qualification of a successor.

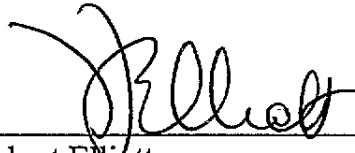
ARTICLE X. BY-LAWS

The initial director shall submit the proposed by-laws to the shareholders at a meeting to be held for that purpose not more than five days following the issuance of the Certificate of Incorporation. Following the adoption of the by-laws by the shareholder, the internal affairs of the corporation are to be regulated and managed in accordance with the by-laws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least 51% of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

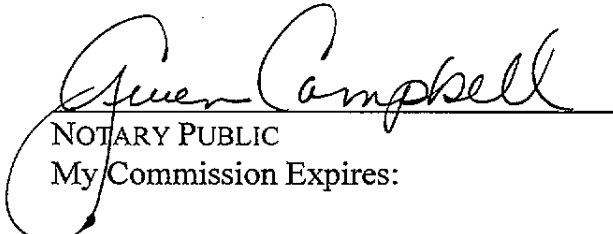
The undersigned incorporator of this corporation, has executed these Articles of Incorporation at Tarpon Springs, Florida this 21st day of August, 2000.



Herbert Elliott

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21st day of August, 2000 by Herbert Elliott.



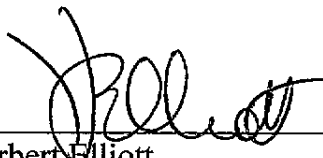
NOTARY PUBLIC
My Commission Expires:



GWEN CAMPBELL
Notary Public, State of Florida
My Commission Expires 09/03/02
Commission No. # CC772450

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said registered office.



Herbert Elliott

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00 AUG 25 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA