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ATTORNEYS AT LAW

C. Bryant Boydston, Jr.
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*Board Certified Civil Trial Practice

September 12, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/14/00--01057--016
210.00 **70.00

RE: Boydston & Lyle, P.A.
Dennis E. Dabroski, P.A.
Bradley J. Wood, P.A.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for each of the above referenced professional service corporations. Also enclosed is our check in the amount of \$210.00 for the filing fee (\$70.00 per entity) in this regard.

Please return the copies of the Articles of Incorporation provided herein, after they has been stamped with the file date, to:

Bradley J. Wood, Esq.
P.O. Drawer 76387
St. Petersburg, FL 33734-6387

If you have any questions concerning this request, please contact the undersigned.

Very truly yours,



Bradley J. Wood

Encl.

bdlw-pa.doc

FILED
00 SEP 14 AM 11:03
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
DENNIS E. DABROSKI, P.A.**

FILED
00 SEP 14 AM 11:03
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. – NAME

The name of the professional service corporation is DENNIS E. DABROSKI, P.A.

ARTICLE II. – PRINCIPAL OFFICE

The principal office address of this corporation is 2639 Ninth Street North, St. Petersburg, FL 33704, and the mailing address shall be the same.

ARTICLE III. – PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of law. In addition, the corporation may invest funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own, lease or otherwise acquire real and personal property necessary for the rendering of professional services.

ARTICLE IV. – TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. – CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE VI. – REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 2639 Ninth Street North, St. Petersburg, FL 33704. The name of the initial registered agent at that address is Dennis E. Dabroski.

ARTICLE VII. – BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the initial board of directors is:

Dennis E. Dabroski 2639 Ninth Street North, St. Petersburg, FL 33704

ARTICLE VIII. – SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Dennis E. Dabroski 2639 Ninth Street North, St. Petersburg, FL 33704

ARTICLE IX. – RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service 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 professional service 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 professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service 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 the stock shall immediately become subject to purchase by the professional service corporation, then the other shareholders, in accordance with the bylaws adopted by the shareholders.

ARTICLE X. - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation this 12th day of September, 2000.


Dennis E. Dabroski

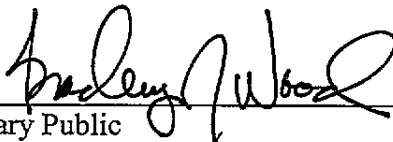
STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to before me on this 12th day of September, 2000, by Dennis E. Dabroski, who is personally known to me or produced _____ as identification.

AFFIX SEAL:



Bradley J. Wood
MY COMMISSION # CC790265 EXPIRES
February 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public

BRADLEY J. WOOD
Printed Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment of 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 completed performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under applicable Florida Statutes.

Dated this 12th day of September, 2000.


Dennis E. Dabroski

00 SEP 14 AM 11:03
NOTARY PUBLIC
STATE OF FLORIDA
TALLAHASSEE, FLORIDA